MARVEL

EPIC COLLECTION

CAPTAIN AMERICA

THE SWINE

KIRBY • GLUT • S. BUSCEMA

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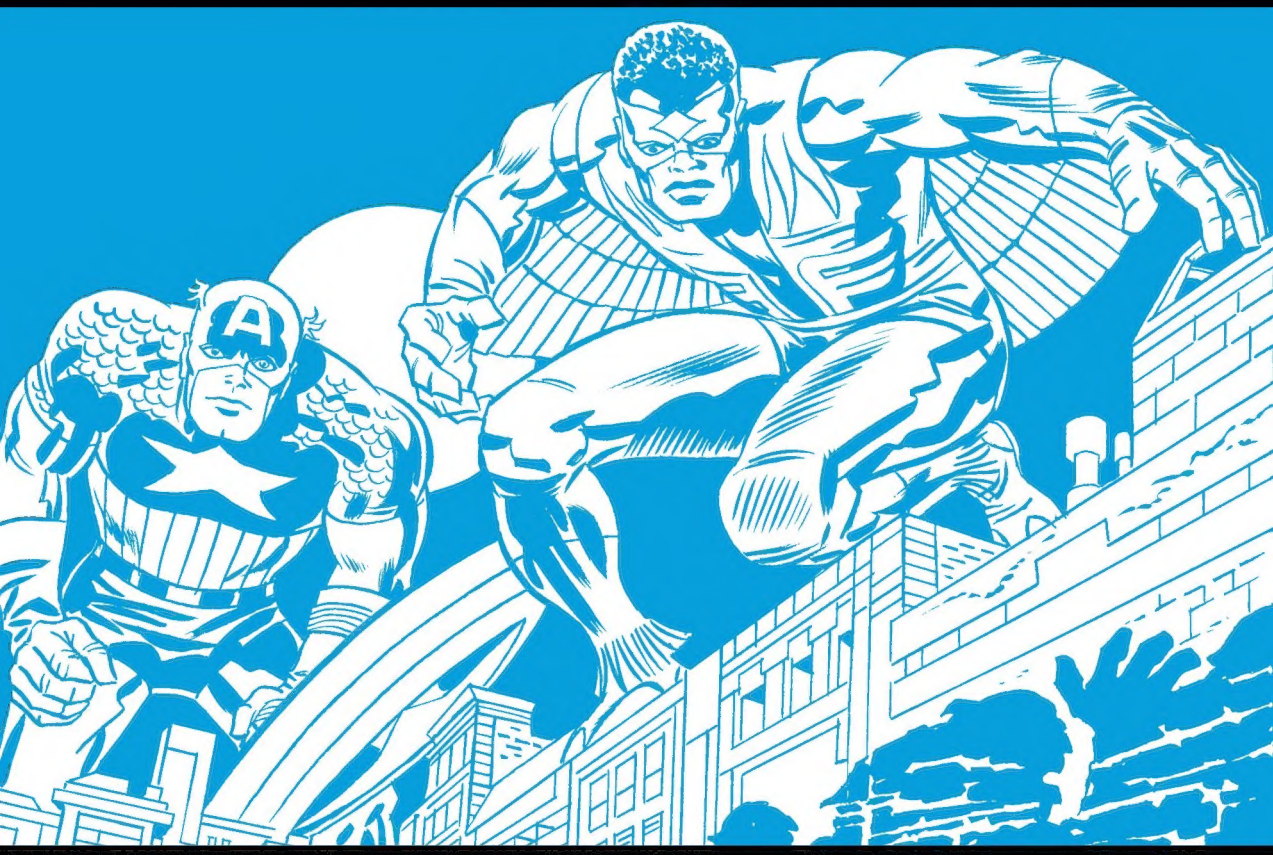

CAPTAIN AMERICA

THE SWINE

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CAPTAIN AMERICA

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THE SWINE

4 *CAPTAIN AMERICA #201*, SEPT. 1976
"THE NIGHT PEOPLE!"

22 *CAPTAIN AMERICA #202*, OCT. 1976
"MAD, MAD DIMENSION!"

40 *CAPTAIN AMERICA #203*, NOV. 1976
"ALAMO II!"

58 *CAPTAIN AMERICA #204*, DEC. 1976
"THE UNBURIED ONE!"

76 *CAPTAIN AMERICA #205*, JAN. 1977
"AGRON WALKS THE EARTH!"

94 *CAPTAIN AMERICA #206*, FEB. 1977
"FACE TO FACE WITH THE SWINE!"

112 *CAPTAIN AMERICA #207*, MAR. 1977
"THE TIGER AND THE SWINE!!"

130 *CAPTAIN AMERICA #208*, APR. 1977
"THE RIVER OF DEATH!"

148 *CAPTAIN AMERICA #209*, MAY 1977
"ARNIM ZOLA--THE BIO-FANATIC!!"

166 *CAPTAIN AMERICA #210*, JUNE 1977
"SHOWDOWN DAY!"

184 *CAPTAIN AMERICA #211*, JULY 1977
"NAZI 'X'!"

202 *CAPTAIN AMERICA #212*, AUG. 1977
"THE FACE OF A HERO! YOURS!!"

220 *CAPTAIN AMERICA #213*, SEPT. 1977
"THE NIGHT FLYER!"

238 *CAPTAIN AMERICA #214*, OCT. 1977
"POWER"

256 *CAPTAIN AMERICA ANNUAL #3*, 1976
"THE THING FROM THE BLACK HOLE STAR!"

292 *CAPTAIN AMERICA ANNUAL #4*, 1977
"THE GREAT MUTANT MASSACRE!"

328 *CAPTAIN AMERICA #215*, NOV. 1977
"THE WAY IT REALLY WAS!"

346 *CAPTAIN AMERICA #216*, DEC. 1977

348 *CAPTAIN AMERICA #217*, JAN. 1978
"THE SEARCH FOR STEVE ROGERS!"

366 *CAPTAIN AMERICA #218*, FEB. 1978
"ONE DAY IN NEWFOUNDLAND!"

384 *CAPTAIN AMERICA #219*, MAR. 1978
"THE ADVENTURES OF CAPTAIN AMERICA"

CAPTAIN AMERICA #220, APR. 1978
402 "THE AMERIDROID LIVES!"
416 "...ON A WING AND A PRAYER!"

CAPTAIN AMERICA #221, MAY 1978
422 "CUL-DE-SAC!"
435 "THE COMING OF CAPTAIN AVENGER!"

CAPT. AMERICA
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
30¢
201
SEPT
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CAPTAIN AMERICA
AND
THE FALCON™
IT'S THEM, CAP--
THE NIGHT PEOPLE!
AND IF WE CAN'T STOP THEM--THEY'LL
DESTROY THE WORLD!

1941! The world at *war!* And in a secret laboratory, frail ***Steve Rogers*** became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

JV369

STAN LEE PRESENTS: CAPTAIN AMERICA AND THE FALCON™

OUT OF SIGHT! OUT OF MIND!

THEY COME FROM NOWHERE AND VANISH INTO THE COOL NIGHT AIR ITSELF. CLOAKED IN SHADOW, THEY WIELD THEIR POWER FOR A MAD, MYSTERIOUS PURPOSE THAT MAKES THEIR SECRET THE NUMBER ONE PRIORITY FOR--

CAPTAIN AMERICA and the FALCON!

DON'T WAIT FOR MIDNIGHT! READ--

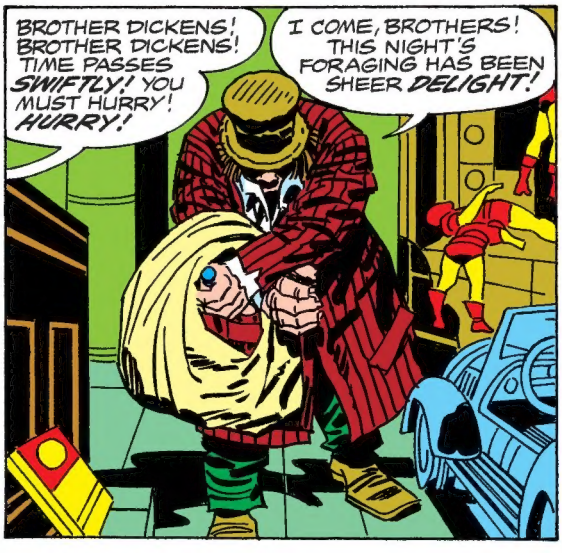
THE NIGHT PEOPLE!

SUPER-HERO FIGURINES!! HOW MARVELOUS THEY ARE!! I MUST BRING SOME BACK TO THE BROTHERS AND SISTERS OF ZERO STREET!

OF COURSE, THESE ARE POOR SUBSTITUTES FOR THE REAL THING! BUT THEY WILL CAUSE EXCITEMENT NONE-THELESS!!

EDITED, WRITTEN & DRAWN by JACK KIRBY / INKS: FRANK GIACOIA / LETTERS: JOHN COSTANZA / COLORS: PHIL RACHE / CONSULTING EDITOR ARCHIE GOODWIN

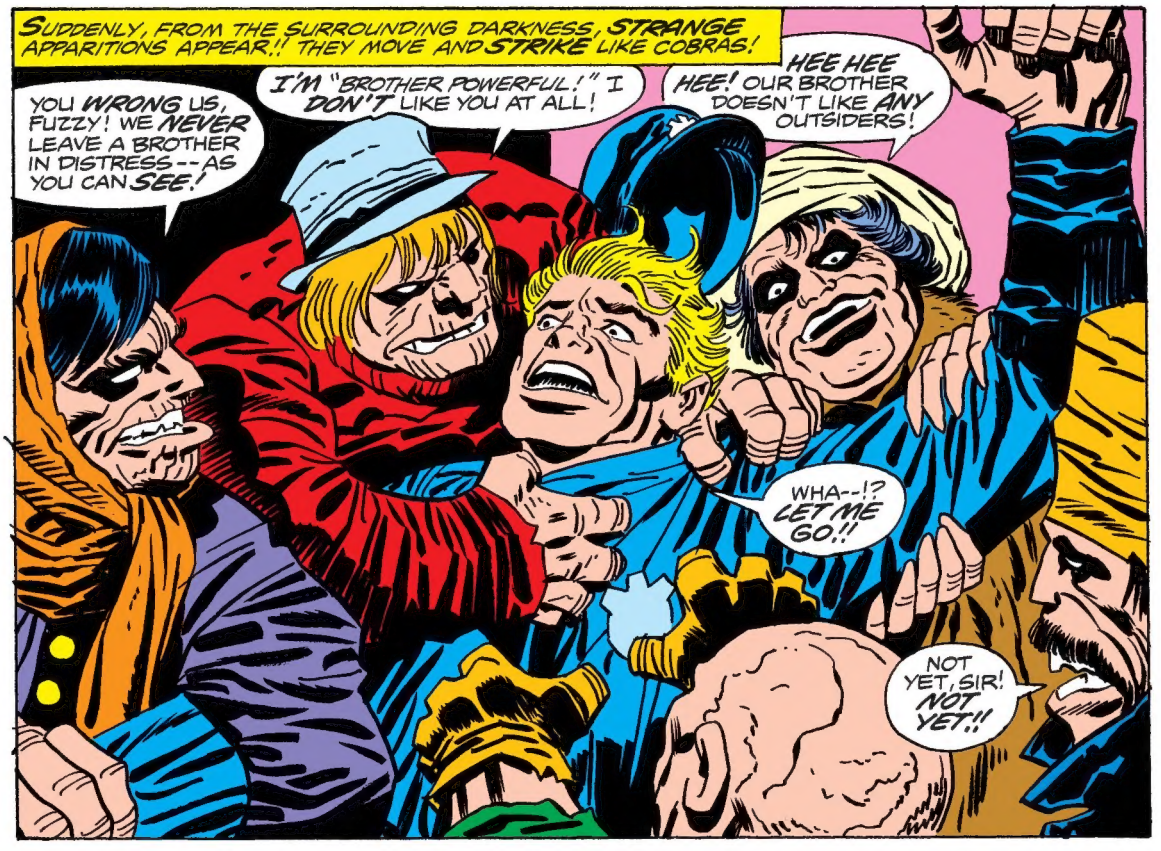
WE NEED YOU, SIR! WE NEED THAT HAIR-TRIGGER MIND! THOSE MUSCLES OF STEEL! THE LIGHTNING REFLEXES THAT CARRY YOU TO VICTORY!
THE NIGHT PEOPLE OF ZERO STREET SHALL NOT REST UNTIL THEY HAVE A SUPER-HERO OF THEIR VERY OWN!

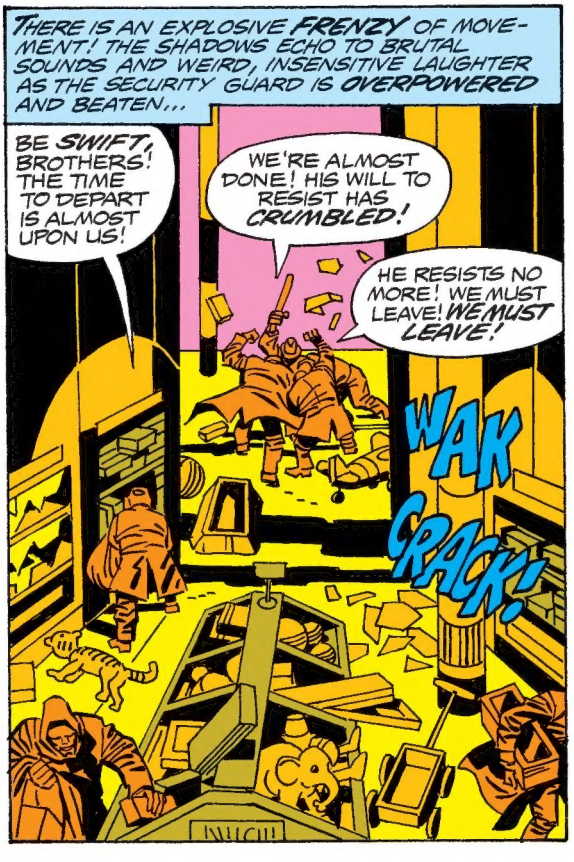

BROTHER DICKENS! BROTHER DICKENS! TIME PASSES SWIFTLY! YOU MUST HURRY! HURRY!
I COME, BROTHERS! THIS NIGHT'S FORAGING HAS BEEN SHEER DELIGHT!

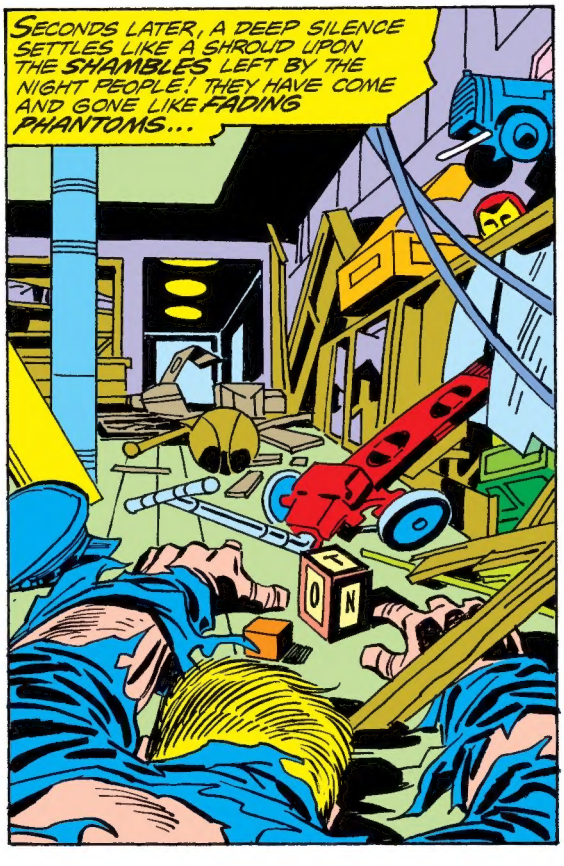
SNAP!
EH? WHO'S THAT!? TURN OFF THAT CONFOUNDED LIGHT!! TURN IT OFF I SAY!

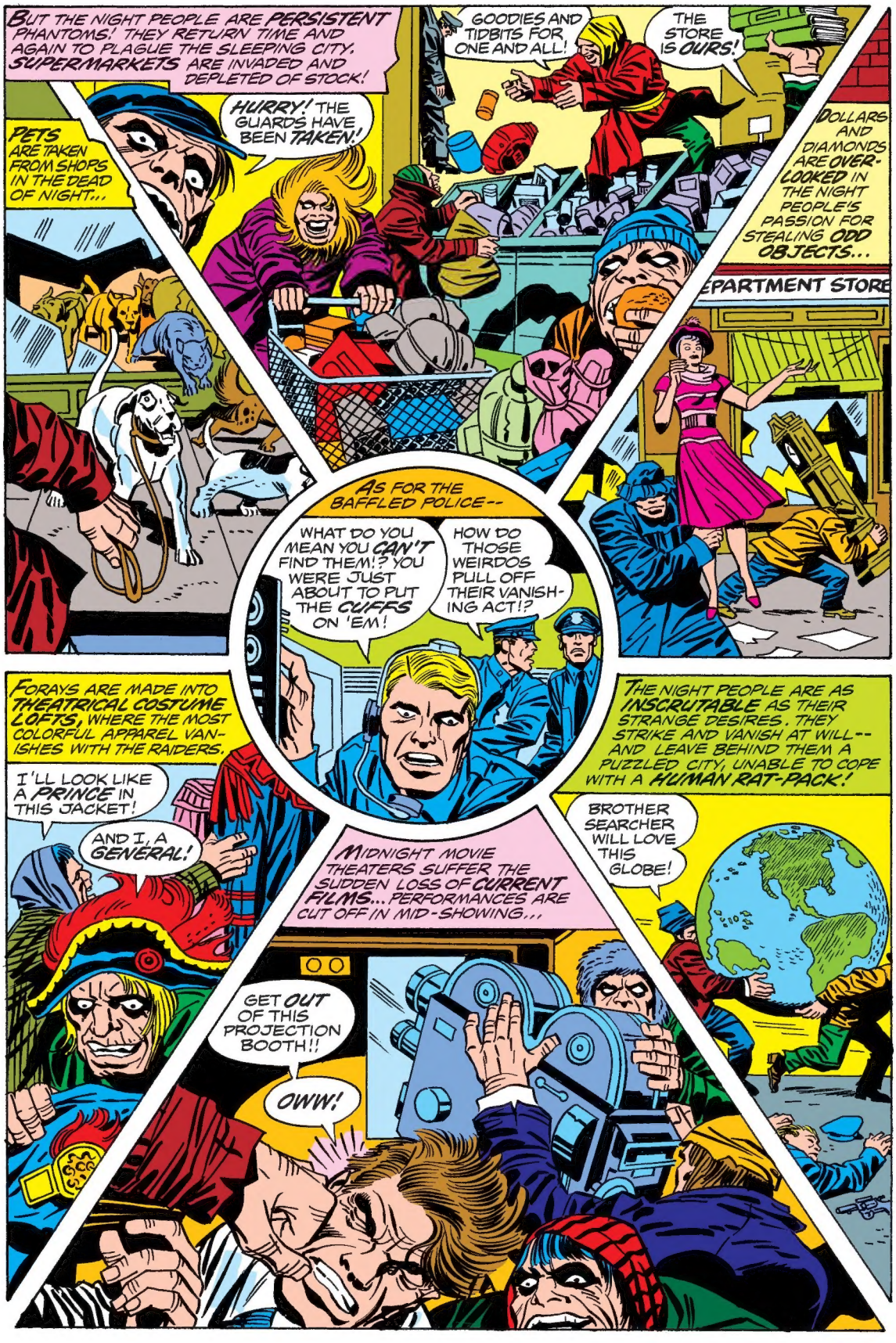
HEY! YOU THERE! STAND WHERE YOU ARE! THIS STORE ISN'T OPEN TO LATE NIGHT SHOPPERS!
MY BROTHERS WON'T TAKE KINDLY TO YOUR ATTITUDE!! TURN OFF THAT LIGHT!!

BROTHERS! BROTHERS!
GO AHEAD, YOU LITTLE NUT! YELL FOR YOUR BROTHERS! CHANCES ARE THEY'VE SPLIT AND LEFT YOU FOR THE BUST!


SUDDENLY, FROM THE SURROUNDING DARKNESS, STRANGE APPARITIONS APPEAR!! THEY MOVE AND STRIKE LIKE COBRAS!
YOU WRONG US, FUZZY! WE NEVER LEAVE A BROTHER IN DISTRESS--AS YOU CAN SEE!
I'M "BROTHER POWERFUL!" I DON'T LIKE YOU AT ALL!
HEE HEE HEE! OUR BROTHER DOESN'T LIKE ANY OUTSIDERS!
WHA--!? LET ME GO!!
NOT YET, SIR! NOT YET!!


THERE IS AN EXPLOSIVE FRENZY OF MOVEMENT! THE SHADOWS ECHO TO BRUTAL SOUNDS AND WEIRD, INSENSITIVE LAUGHTER AS THE SECURITY GUARD IS OVERPOWERED AND BEATEN...
BE SWIFT, BROTHERS! THE TIME TO DEPART IS ALMOST UPON US!
WE'RE ALMOST DONE! HIS WILL TO RESIST HAS CRUMBLED!
HE RESISTS NO MORE! WE MUST LEAVE! WE MUST LEAVE!
WAK
CRACK!


SECONDS LATER, A DEEP SILENCE SETTLES LIKE A SHROUD UPON THE SHAMBLES LEFT BY THE NIGHT PEOPLE! THEY HAVE COME AND GONE LIKE FADING PHANTOMS...


BUT THE NIGHT PEOPLE ARE PERSISTENT PHANTOMS! THEY RETURN TIME AND AGAIN TO PLAGUE THE SLEEPING CITY. SUPERMARKETS ARE INVADED AND DEPLETED OF STOCK!
PETS ARE TAKEN FROM SHOPS IN THE DEAD OF NIGHT...
HURRY! THE GUARDS HAVE BEEN TAKEN!
GOODIES AND TIDBITS FOR ONE AND ALL!
THE STORE IS OURS!
DOLLARS AND DIAMONDS ARE OVER-LOOKED IN THE NIGHT PEOPLE'S PASSION FOR STEALING ODD OBJECTS...
EPARTMENT STORE
AS FOR THE BAFFLED POLICE--
WHAT DO YOU MEAN YOU CAN'T FIND THEM!? YOU WERE JUST ABOUT TO PUT THE CUFFS ON 'EM!
HOW DO THOSE WEIRDOS PULL OFF THEIR VANISH-ING ACT!?
FORAYS ARE MADE INTO THEATRICAL COSTUME LOFTS, WHERE THE MOST COLORFUL APPAREL VAN-ISHES WITH THE RAIDERS.
I'LL LOOK LIKE A PRINCE IN THIS JACKET!
AND I, A GENERAL!
THE NIGHT PEOPLE ARE AS INSCRUTABLE AS THEIR STRANGE DESIRES. THEY STRIKE AND VANISH AT WILL-- AND LEAVE BEHIND THEM A PUZZLED CITY, UNABLE TO COPE WITH A HUMAN RAT-PACK!
BROTHER SEARCHER WILL LOVE THIS GLOBE!
MIDNIGHT MOVIE THEATERS SUFFER THE SUDDEN LOSS OF CURRENT FILMS... PERFORMANCES ARE CUT OFF IN MID-SHOWING...
GET OUT OF THIS PROJECTION BOOTH!!
OWW!

MEANWHILE, IN DISTANT WASHINGTON D.C., CAPTAIN AMERICA AND THE FALCON ARE VISITORS TO SHIELD DETENTION QUARTERS.
HE'S IN HERE--
THANK YOU. THIS WON'T TAKE LONG...
YOU COULD CALL IT A PARTING RAP WITH A MAN WITHOUT A COUNTRY...
LET'S NOT BE TOO ROUGH WITH MASON HARDING. HE'S A BROKEN AND BITTER MAN WITH LONG AND EMPTY YEARS AHEAD OF HIM...
HUNDREDS OF MY BLACK BROTHERS ARE ON THE SAME TRIP FOR DOING MUCH LESS...
THE NEXT MOMENT, THE DOOR IS PUSHED OPEN. CAP AND THE FALCON ARE ADMITTED TO A BARE ROOM WITH A LONE, GUARDED OCCUPANT...
HELLO, HARDING. WE'VE COME TO SAY GOOD-BYE!
EASY, FALCON...
HE MEANS TO SAY THAT IT'S ALL OVER, HARDING. THE CONSPIRACY HAS BEEN SQUASHED.
YOUR SO-CALLED "FRIENDS" HAVE BEEN ROUNDED UP--AND THEIR KING-SIZED "MADBOMB" WENT TO PIECES BEFORE IT COULD SATURATE THE COUNTRY WITH SONIC MIND WAVES!!
IN SHORT, THE COUNTRY IS STILL SAFE AND SOUND!
THAT'S WHY WE'RE HERE--TO TELL YOU THAT WE'VE FINISHED A RUGGED JOB THAT COULD HAVE BEEN TOUGHER WITHOUT YOUR INFORMATION AND TECHNICAL HELP!
SPARE ME THE ACCOLADES, GENTLEMEN--I MERELY DID WHAT WAS EXPEDIENT...
I BELIEVE IT, BUT CAP DOESN'T! HE THINKS YOU HAD REGRETS --THAT IN THE CRUNCH, YOU REMAINED LOYAL TO THIS NATION!

THAT'S RIGHT, HARDING. I CAN'T BELIEVE THAT A MAN OF YOUR SCIENTIFIC STANDING COULD HAVE THROWN IN WITH THOSE JACKALS FOR REASONS OTHER THAN DEEP, PERSONAL STRESS--
HE MEANS... YOUR DAUGHTER.

YES, YOUR DAUGHTER! WHOSE LINGERING ILLNESS DROVE YOU-- A MAN PLAGUED BY VANISHING FINANCIAL RESOURCES--TO SEIZE UPON THE PROMISES OF A SINISTER ORGANIZATION!
WHAT THE HECK, HARDING. IT'S ALL BEHIND YOU NOW.

I'VE GOT TO ADMIT THAT YOU DID A JOB FOR US. IF WE HADN'T WORN THESE SONIC NEUTRALIZERS YOU DESIGNED FOR US, OUR ASSAULT UNITS WOULD'VE TAKEN SOME SERIOUS CASUALTIES FROM THE WACKY WAVES OF THAT MAD-BOMB!
THAT IS A PLUS FOR ME--ISN'T IT...?

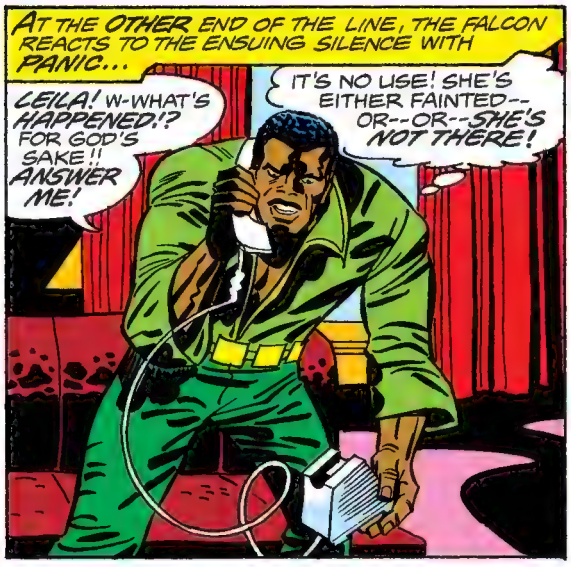
MIND YOU, I DON'T GIVE A HOOT ABOUT MY FATE AT THIS POINT--BUT I MUST BE ASSURED THAT MY DAUGHTER IS GIVEN THE PROPER MEDICAL AID...
THERE WAS NEVER ANY QUESTION OF THAT-- WHAT'S MORE, YOU'VE EARNED THE RIGHT TO VISIT HER BEFORE--

GO ON, SAY IT! "BEFORE I'M TAKEN OFF TO PRISON."
A MAN WHO SOLD HIS COUNTRY AND THEN SAVED IT! IRONIC, ISN'T IT!!
NO, HARDING. THE WORD IS "TRAGIC"! HOWEVER, YOUR SENTENCE WILL BE LIGHTER BECAUSE OF YOUR HELP!

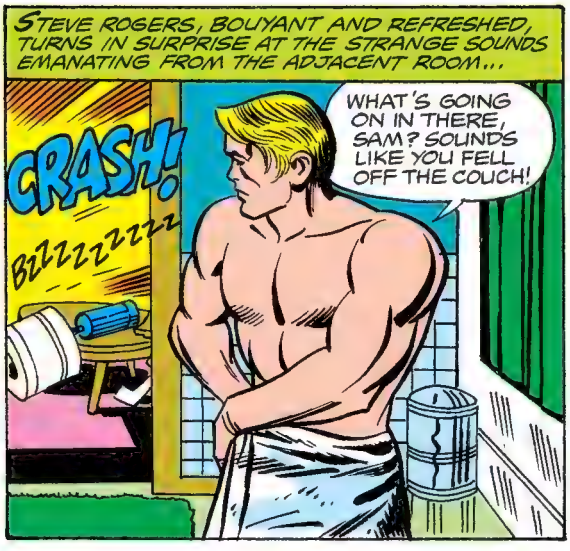
IT COULD'VE BEEN WORSE, HARDING... IF THE OTHER SIDE HAD WON, YOU'D HAVE BEEN A DEAD MAN. THOSE ANIMALS WOULD'VE EATEN YOUR KIND IN NO TIME.
LET'S GO, FALCON...

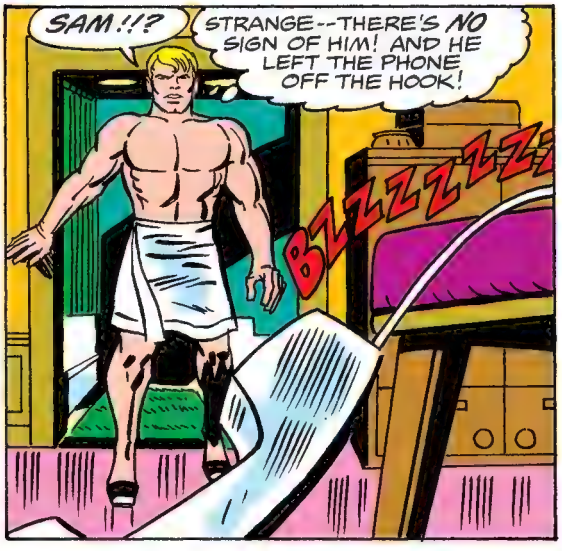
LATER, IN A HOTEL ROOM CHOSEN BY SHIELD HEADQUARTERS...
TURN DOWN THE VOICE-BOX, CAP! I'M TUNING IN ON THE MUSIC MY WOMAN MAKES!
SAY! ASK HER ABOUT SHARON, WILL YOU?
MAN, THIS IS THE PART I LIKE MOST ABOUT A TOUGH ASSIGNMENT-- CLEANING IT OUT OF YOUR ACHING BONES! AND JUST BEING THE ORDINARY JOE THAT YOU KNOW YOU ARE!
WELL, HOLD IT DOWN, JOE! MY SUGAR-BABE IS ABOUT TO SASHAY ON STAGE!!
SO IS STEVE ROGERS, MISTER! HE'S GONNA WIPE AND DRY AND JUMP INTO CIVVIE THREADS AND SEE WHAT THE INSIDE OF A GOOD RESTAURANT LOOKS LIKE!!
WHEN I FINALLY CATCH UP WITH SHARON, WE'LL DOUBLE THE PLEASURE!!
QUIET, CAP. I'VE GOT HER!
HI, GOOD LOOKIN'! GUESS WHAT HAPPENED TO YOUR MISSING BLACKBIRD!?
YEAH, IT'S ME, MAMA! I MADE IT AGAIN! I'VE STILL GOT EVERY FEATHER!!
WHAT'CHA CAUGHIN' AT, CHICK? FEATHERS MAKE YOU TICKLISH?-- WHAT? WHAT'S A NIGHT PEOPLE? COME ON, BABY, YOU'RE PUTTIN' ME ON!
HEY! YOU'RE REALLY CRACKIN' UP, AIN'T-CHA? FORGET THAT JIVE AND SPEAK TO ME! I COULD USE A FEW LOVIN' WORDS, LEILA!
IN NEW YORK CITY...
LEILA! Y'HEAR ME?
HAHAHAHAHA!! I JUST CAN'T HELP IT, SAM! THIS WEIRD GANG OF "LAUREL AND HARDY" TYPES IS HEISTING EVERY-THING IN TOWN BUT MONEY!!
YEAH! YOU WOULDN'T BELIEVE THEIR SHOPPING LIST!
NIGHT PEOPLE NONSENSE CONTINUES!!

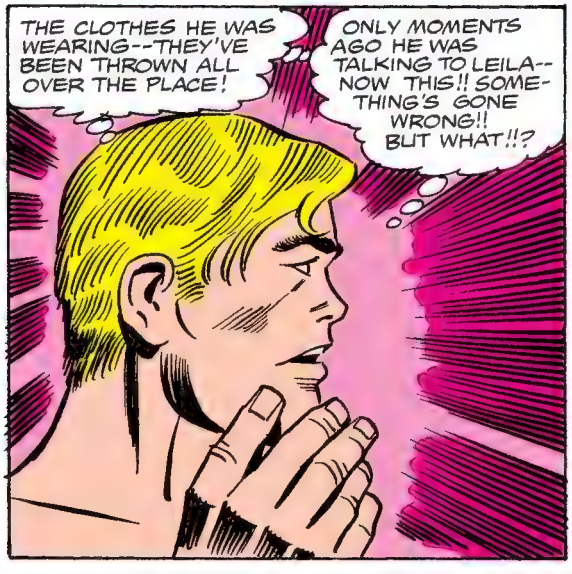
COME ON, LEILA! I'VE JUST COME THROUGH THE BIG CHOPPER, AND I'D LIKE T'HEAR SOME SWEET TALK!
LISTEN TO THIS, SAM! LAST NIGHT THOSE CLOWNS STOLE A HARP FROM THE PHILHARMONIC, A SHIPMENT OF MARVEL COMICS, TEN ANTIQUE TELEPHONES, AND A JUDGE'S GAVEL FROM THE MUNICIPAL COURT!
WELL, IT WON'T BE A FEDERAL CASE UNTIL THOSE DING DONGS STEAL YOU, HONEY!
HAHAHAHAHA! OH, FLAP YOUR WINGS AND FLY ON HOME, FALCON! I MISS MY VERY OWN SUPER-HERO!
RECORD
FIN
AT THAT MOMENT, OUTSIDE LEILA'S WINDOW...
LISTEN, BROTHER HARMONY!
DON'T SNICKER, SAM WILSON! OUR CITY HAS RUN DRY OF SUPER-HEROES, JUST WHEN IT NEEDS ONE BADLY. THIS GAGGLE OF GOOFIES MAY BE WACKED OUT, BUT THEY'RE BATTING A THOUSAND!
THAT CHARMING CREATURE KNOWS A REAL SUPER-HERO, BROTHER PEACH PIE! SHE'S A FRIEND OF THE FALCON!
WITH UNCANNY STEALTH, THE INTRUDERS QUIETLY ENTER LEILA'S APARTMENT!!
SAY IT AGAIN, SAM. YEAH-- IT'S REAL NICE, MISTER FEATHERS! I CAN'T WAIT TO SEE YOU--!
THE NIGHT PEOPLE LUNGE WITH LIGHTNING SWIFTNESS!! LEILA IS PULLED FROM HER CHAIR AND VANISHES WITH A LOUD CRY!!
LEILA! LEILA! ANSWER ME!
SAM! THE NIGHT PEOPL--!! MMFFF--

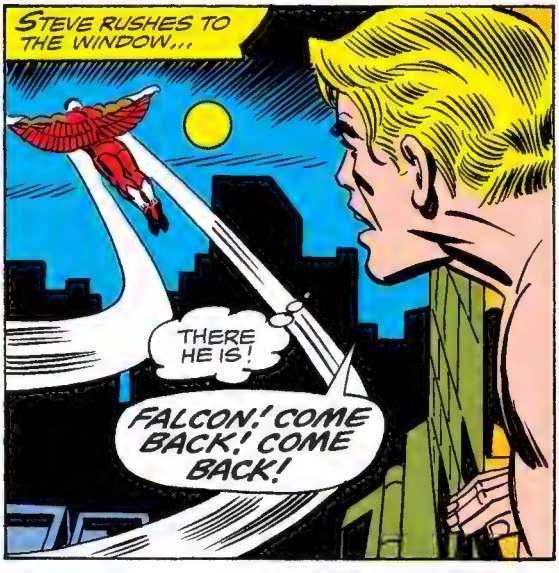

AT THE OTHER END OF THE LINE, THE FALCON REACTS TO THE ENSUING SILENCE WITH PANIC...
LEILA! W-WHAT'S HAPPENED!? FOR GOD'S SAKE!! ANSWER ME!
IT'S NO USE! SHE'S EITHER FAINTED--OR--OR--SHE'S NOT THERE!

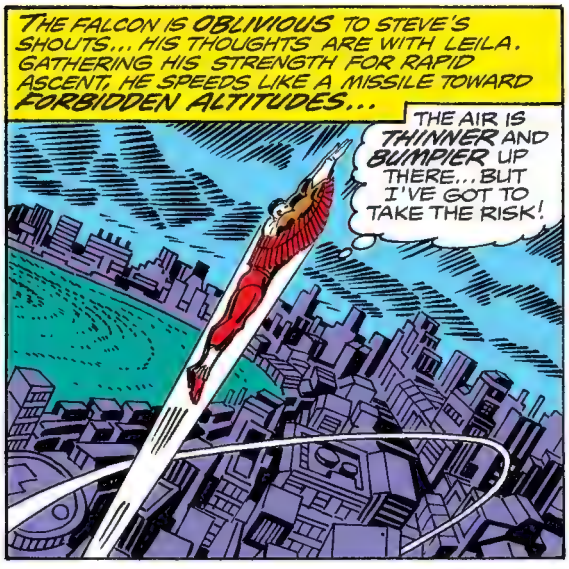
THE FALCON'S THOUGHTS LEAP BACK TO LEILA'S STIFLED CRY! THE WORDS NOW FILL HIM WITH DREAD!
"NIGHT PEOPLE"! THAT'S WHAT SHE YELLED! TH-THEY'VE TAKEN HER!

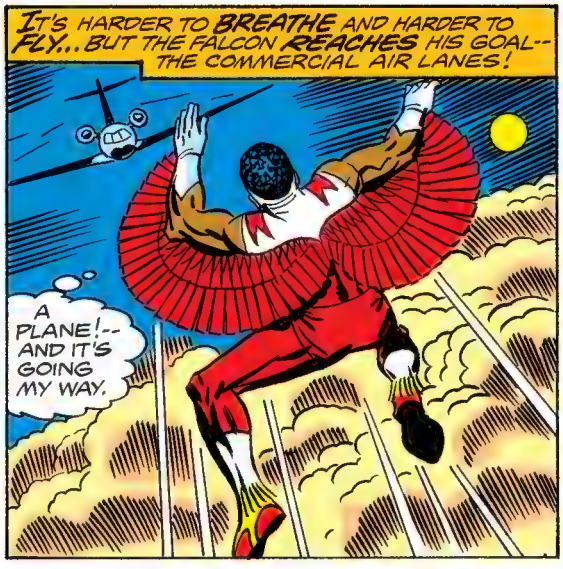

STEVE ROGERS, BOUYANT AND REFRESHED, TURNS IN SURPRISE AT THE STRANGE SOUNDS EMANATING FROM THE ADJACENT ROOM...
CRASH!
BZZZZZZZZ
WHAT'S GOING ON IN THERE, SAM? SOUNDS LIKE YOU FELL OFF THE COUCH!


SAM!!?
STRANGE--THERE'S NO SIGN OF HIM! AND HE LEFT THE PHONE OFF THE HOOK!
BZZZZZZZ

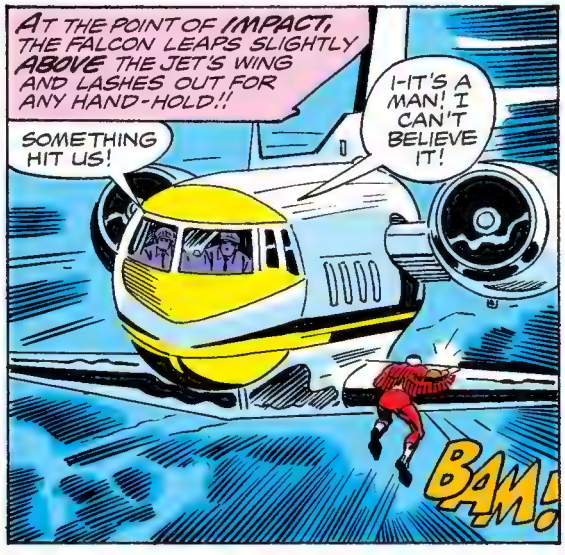

THE CLOTHES HE WAS WEARING--THEY'VE BEEN THROWN ALL OVER THE PLACE!
ONLY MOMENTS AGO HE WAS TALKING TO LEILA--NOW THIS!! SOMETHING'S GONE WRONG!! BUT WHAT!!?

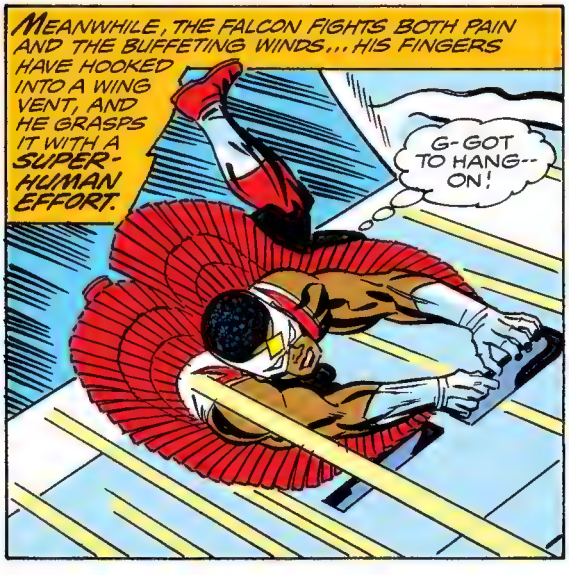

STEVE RUSHES TO THE WINDOW...
THERE HE IS!
FALCON! COME BACK! COME BACK!


THE FALCON IS OBLIVIOUS TO STEVE'S SHOUTS... HIS THOUGHTS ARE WITH LEILA. GATHERING HIS STRENGTH FOR RAPID ASCENT, HE SPEEDS LIKE A MISSILE TOWARD FORBIDDEN ALTITUDES...
THE AIR IS THINNER AND BUMPIER UP THERE... BUT I'VE GOT TO TAKE THE RISK!

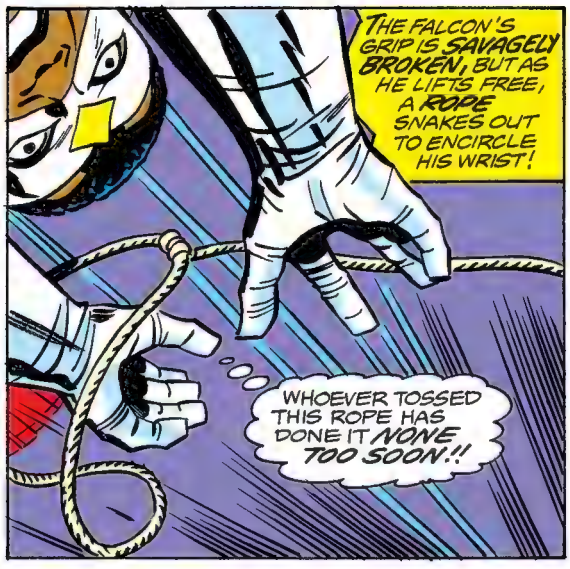

IT'S HARDER TO BREATHE AND HARDER TO FLY... BUT THE FALCON REACHES HIS GOAL-- THE COMMERCIAL AIR LANES!
A PLANE!-- AND IT'S GOING MY WAY.

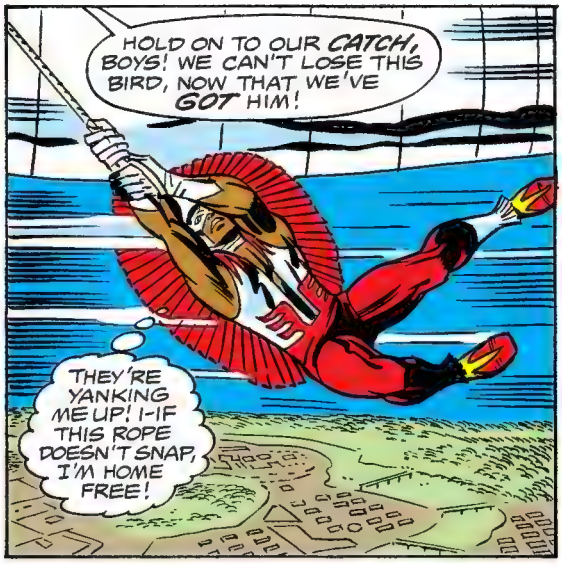
THEN, THE FALCON MAKES A MAD DECISION! HE SWOOPS TOWARD THE SPEEDING JET.!!
IT'LL BE LIKE COLLIDING WITH A BULLET, BUT IF I STRIKE IT AT THE CORRECT ANGLE--

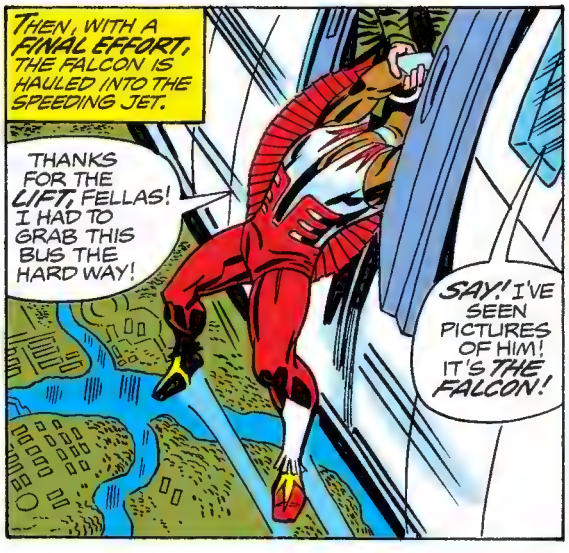

AT THE POINT OF IMPACT, THE FALCON LEAPS SLIGHTLY ABOVE THE JET'S WING AND LASHES OUT FOR ANY HAND-HOLD!!
SOMETHING HIT US!
I-IT'S A MAN! I CAN'T BELIEVE IT!
BAM!


MEANWHILE, THE FALCON FIGHTS BOTH PAIN AND THE BUFFETING WINDS... HIS FINGERS HAVE HOOKED INTO A WING VENT, AND HE GRASPS IT WITH A SUPER-HUMAN EFFORT.
G-GOT TO HANG-- ON!

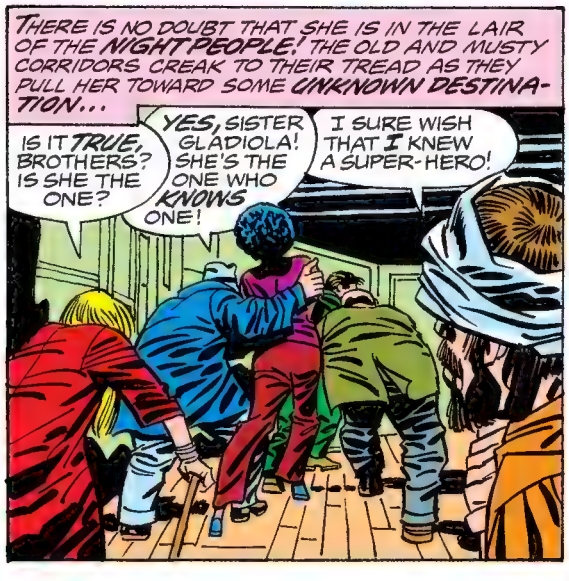
THE WIND! I-IT'S TOO STRONG! I-IT'LL TEAR ME OFF THIS WING!
MY FINGERS-- ARE SLIPPING-- FROM THE-- VENT!


THE FALCON'S GRIP IS SAVAGELY BROKEN, BUT AS HE LIFTS FREE, A ROPE SNAKES OUT TO ENCIRCLE HIS WRIST!
WHOEVER TOSSED THIS ROPE HAS DONE IT NONE TOO SOON!!


HOLD ON TO OUR CATCH, BOYS! WE CAN'T LOSE THIS BIRD, NOW THAT WE'VE GOT HIM!
THEY'RE YANKING ME UP! I-IF THIS ROPE DOESN'T SNAP, I'M HOME FREE!

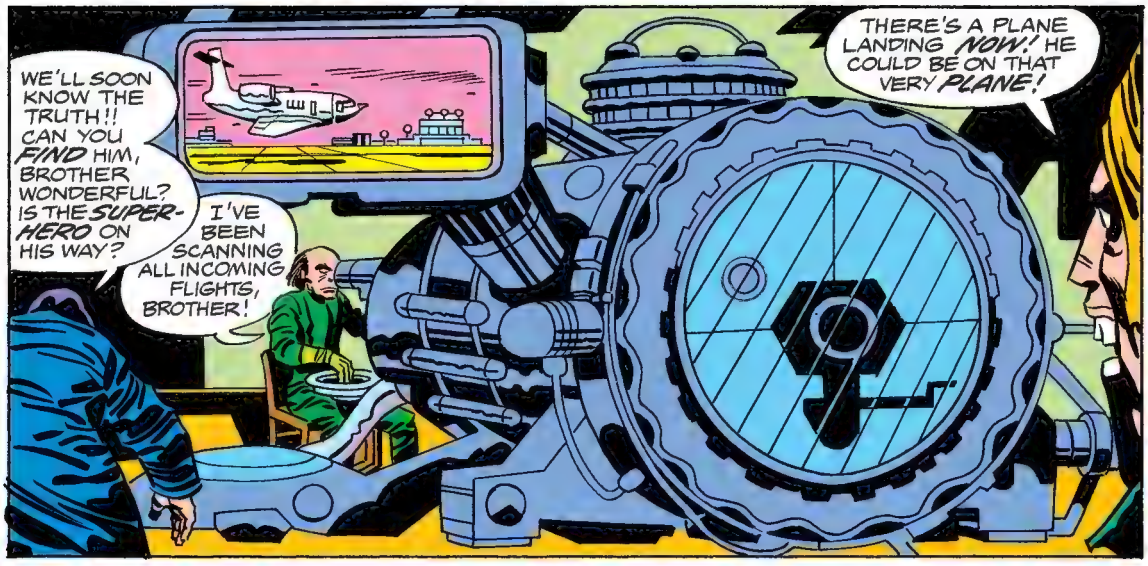

THEN, WITH A FINAL EFFORT, THE FALCON IS HAULED INTO THE SPEEDING JET.
THANKS FOR THE LIFT, FELLAS! I HAD TO GRAB THIS BUS THE HARD WAY!
SAY! I'VE SEEN PICTURES OF HIM! IT'S THE FALCON!

AT THAT VERY MOMENT, LEILA FINDS HERSELF IN AN UNIDENTIFIABLE HALF-WORLD OF SINISTER SHADOWS AND GROTESQUE PARODIES OF THE HUMAN FORM.
W-WHAT IS THIS PLACE? I-I DON'T EVEN KNOW HOW WE GOT HERE!!
COME ALONG!


THERE IS NO DOUBT THAT SHE IS IN THE LAIR OF THE NIGHT PEOPLE! THE OLD AND MUSTY CORRIDORS CREAK TO THEIR TREAD AS THEY PULL HER TOWARD SOME UNKNOWN DESTINATION...
IS IT TRUE, BROTHERS? IS SHE THE ONE?
YES, SISTER GLADIOLA! SHE'S THE ONE WHO KNOWS ONE!
I SURE WISH THAT I KNEW A SUPER-HERO!

THEN...
BEHOLD, BROTHER INQUISITOR! WE'VE BROUGHT THE GIRL!
ISN'T SHE PRETTY? SHE'S PRETTIER THAN MY PET MOUSE!
AND AS WE TOLD YOU--SHE KNOWS A SUPER-HERO! YES INDEEDY!

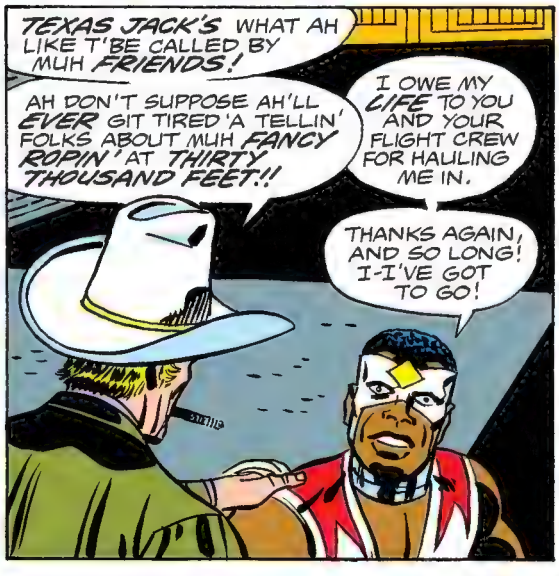
WELL, ISN'T THAT NICE! THAT'S VERY NICE!
IF HE'S A VERY CLOSE FRIEND, HE WILL MISS THIS YOUNG LADY! HE WILL BE SORELY DISTRESSED BY HER ABSENCE.
I CAN TELL YOU THAT HE'LL TAKE YOU AND THIS HAUNTED HOUSE APART, ONCE HE FINDS OUT WHERE I AM!
HEE HEE HEE HEE!
SILENCE, SISTER! I DEAL HARSHLY WITH REBELS IN MY PRESENCE! THERE ARE NASTY LITTLE CHAMBERS HERE WITH NASTY INSTRUMENTS, WHICH ARE USED TO TEACH OBEDIENCE TO THOSE WHO HAVEN'T LEARNED IT...
SHE COULD BE LYING! MAYBE SHE DOESN'T KNOW A SUPER-HERO!
ARE YOU? OR ARE YOU NOT LYING!? ANSWER CAREFULLY, FOR NOTHING ESCAPES THE INQUISITOR!!
HAHAHA!! SHE'S FRIGHTENED!
SHE'LL TELL US NOW, IF SHE'S SMART!
W-WHAT I TOLD YOU--IS TRUE! TH-THE FALCON--I-IS MY MAN. A-AND HE'S DUE BACK IN NEW YORK AT ANY MOMENT!
MAKE HER TELL US! WE MUST KNOW!
AT ANY MOMENT, EH? WELL, WHAT DOES THAT MEAN!!? WHEN WILL HE ARRIVE? WHAT DAY? WHAT HOUR? WHAT TRAIN? WHAT PLANE?
I-I DON'T KNOW! I DON'T KNOW!
SUDDENLY, A LARGE WALL PANEL SLIDES UPWARD AND REVEALS A STRANGE MACHINE...
FRUSTRATING MINX!! YOU TRY MY PATIENCE!
HERE COMES BROTHER WONDERFUL! HE'LL FIND THE RIGHT ANSWER...
TH-THEY'RE MAD AS MARCH HARES! ALL OF THEM! WHAT ARE THEY UP TO NOW!?

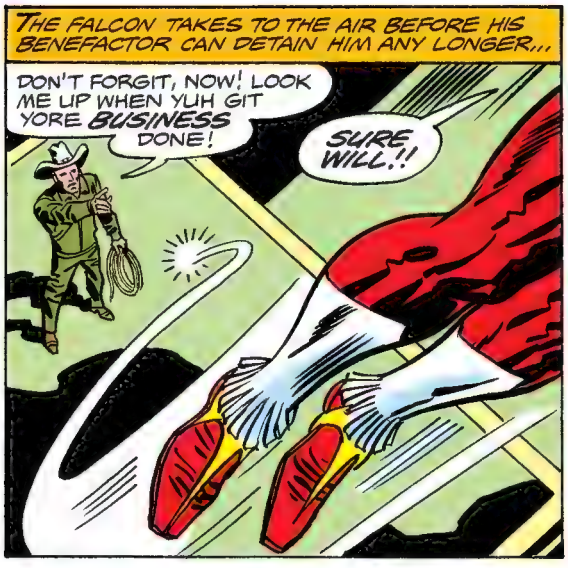

WE'LL SOON KNOW THE TRUTH!! CAN YOU FIND HIM, BROTHER WONDERFUL? IS THE SUPER-HERO ON HIS WAY?
I'VE BEEN SCANNING ALL INCOMING FLIGHTS, BROTHER!
THERE'S A PLANE LANDING NOW! HE COULD BE ON THAT VERY PLANE!

I TAKE IT THAT YOUR MACHINE IS PRIMED TO BRING HIM HERE! WE WOULDN'T WANT IT TO FAIL AT SUCH AN IMPORTANT TASK, WOULD WE?
TO VOICE ANY DOUBT IS AN INSULT TO MY GENIUS! HAVE I NOT THE WORLD'S GREATEST MIND?
WAIT! I SEE HIM! HE'S ARRIVED!

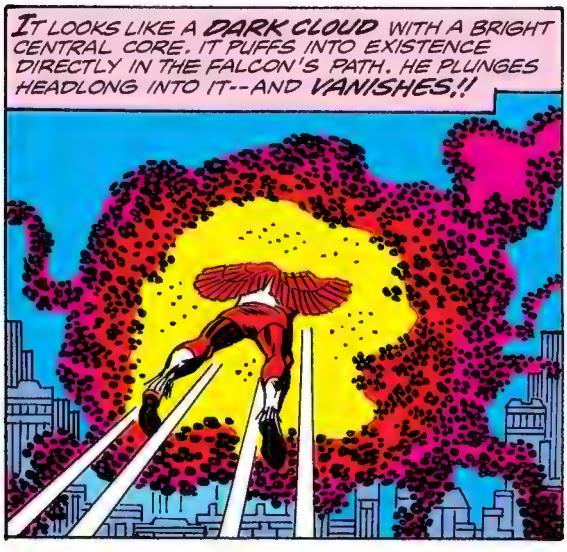
THE FALCON HAS JUST STEPPED OFF THAT PLANE! HE SEEMS HIGHLY DISTURBED! IT IS EVIDENT THAT HE'S CONCERNED ABOUT THE GIRL'S WHERE-ABOUTS!
THEN SHOW HIM, BROTHER WONDERFUL! REEL HIM IN!
ACTIVAT

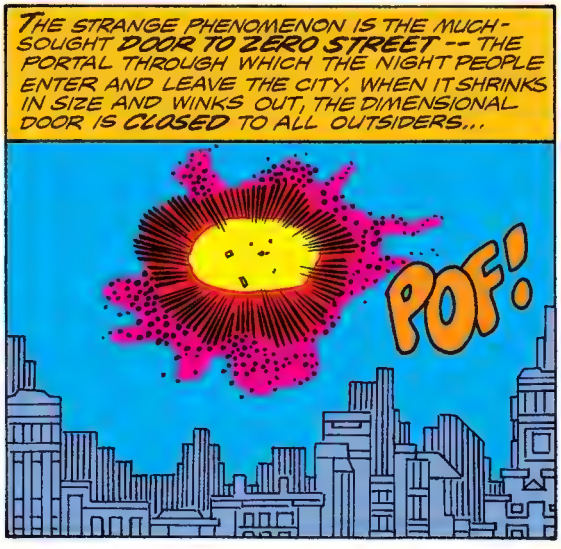
MEANWHILE, AT THE AIRPORT--
SHORE PAINS ME TUH SEE YUH RUSH OFF THAT AWAY, FALCON! AH WUZ HOPIN' YOU'D BE MUH GUEST WHILE AH'M IN TOWN.
YOU'VE DONE ENOUGH FOR ME ALREADY, MISTER MULDOON!

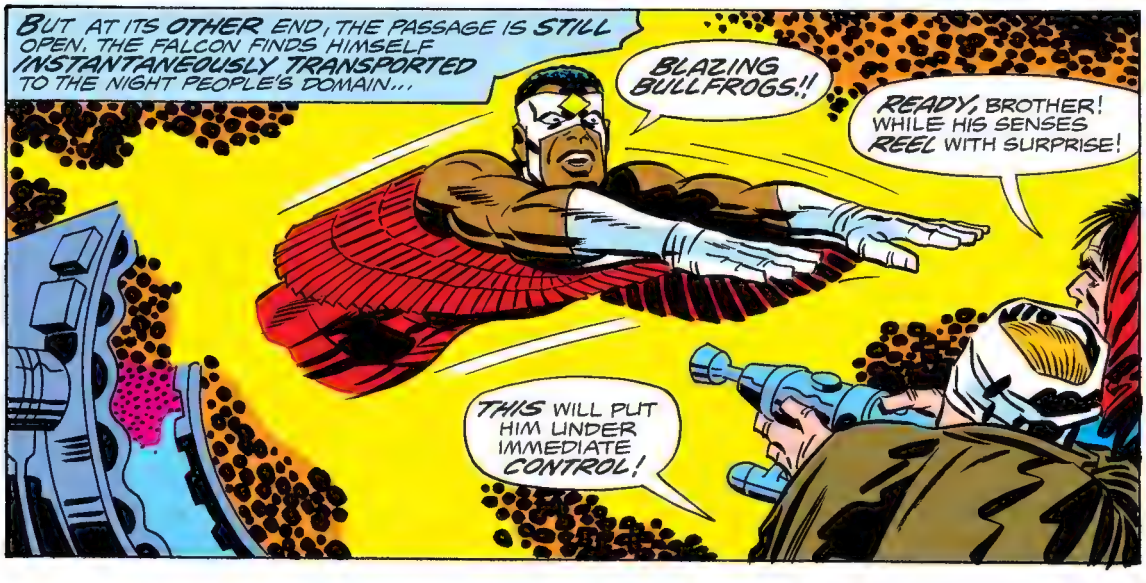

TEXAS JACK'S WHAT AH LIKE T'BE CALLED BY MUH FRIENDS!
AH DON'T SUPPOSE AH'LL EVER GIT TIRED 'A TELLIN' FOLKS ABOUT MUH FANCY ROPIN' AT THIRTY THOUSAND FEET!!
I OWE MY LIFE TO YOU AND YOUR FLIGHT CREW FOR HAULING ME IN.
THANKS AGAIN, AND SO LONG! I-I'VE GOT TO GO!


THE FALCON TAKES TO THE AIR BEFORE HIS BENEFACTOR CAN DETAIN HIM ANY LONGER...
DON'T FORGIT, NOW! LOOK ME UP WHEN YUH GIT YORE BUSINESS DONE!
SURE WILL!!

SUDDENLY, MULDOON'S EYES WIDEN IN WONDER AND FEAR!! HE SHOUTS A WARNING TO THE FALCON!!
FALCON! EYES FRONT! LOOK OUT!!

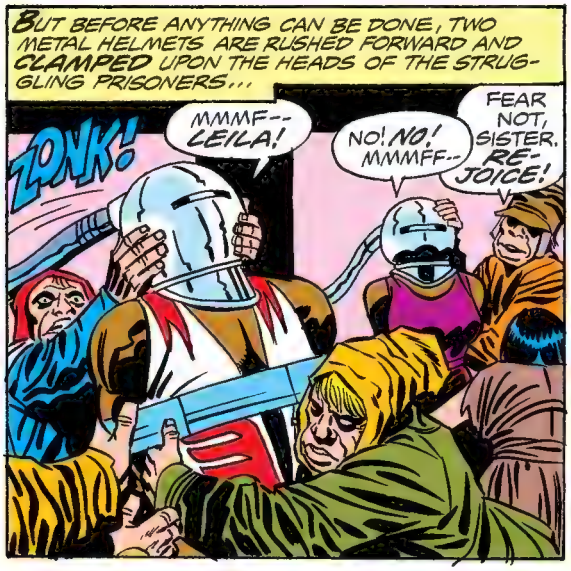

IT LOOKS LIKE A DARK CLOUD WITH A BRIGHT CENTRAL CORE. IT PUFFS INTO EXISTENCE DIRECTLY IN THE FALCON'S PATH. HE PLUNGES HEADLONG INTO IT--AND VANISHES!!

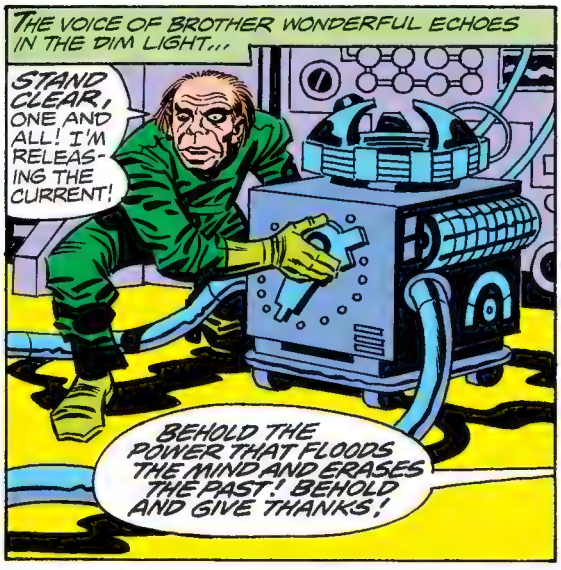

THE STRANGE PHENOMENON IS THE MUCH-SOUGHT DOOR TO ZERO STREET -- THE PORTAL THROUGH WHICH THE NIGHT PEOPLE ENTER AND LEAVE THE CITY. WHEN IT SHRINKS IN SIZE AND WINKS OUT, THE DIMENSIONAL DOOR IS CLOSED TO ALL OUTSIDERS...
POF!

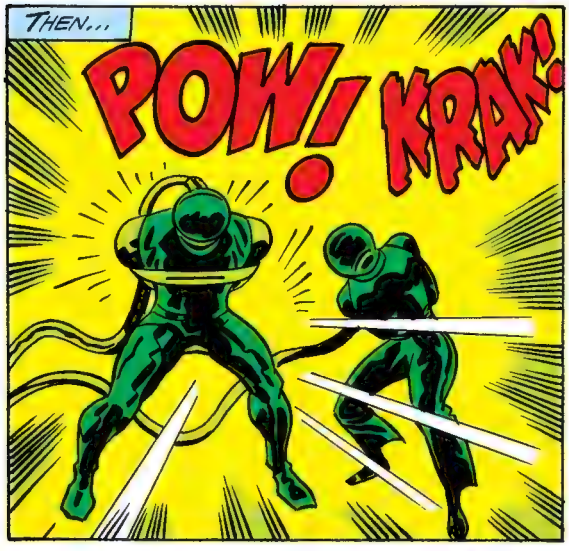

BUT AT ITS OTHER END, THE PASSAGE IS STILL OPEN. THE FALCON FINDS HIMSELF INSTANTANEOUSLY TRANSPORTED TO THE NIGHT PEOPLE'S DOMAIN...
BLAZING BULLFROGS!!
READY, BROTHER! WHILE HIS SENSES REEL WITH SURPRISE!
THIS WILL PUT HIM UNDER IMMEDIATE CONTROL!

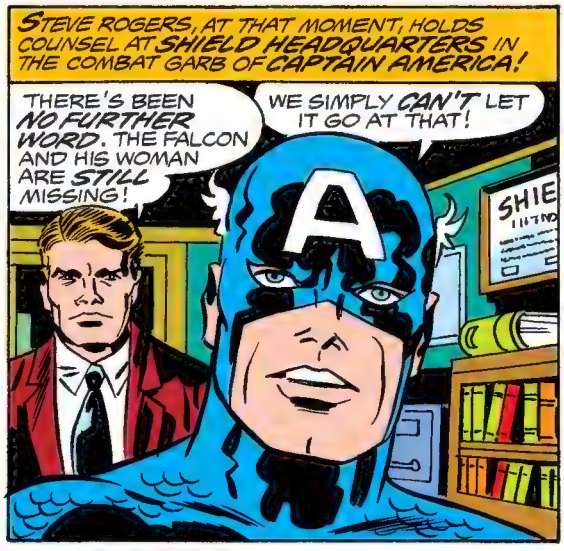
THE FALCON IS MET BY A SUDDEN BLAST OF GAS WHICH DULLS HIS NERVE CENTERS AND COMPLETELY DISORIENTS HIM...
HIS MOVEMENTS ARE SLOWING DOWN! HE STUMBLES ABOUT!
FFSSSSS!!!
LIKE A DEEP WATER DIVER, THE FALCON SEEMS CAUGHT IN THE COILS OF POWERFUL CURRENTS HE CANNOT COPE WITH...
SEIZE HIM! BIND HIM!
THIS MAGNETIC BELT WILL HOLD HIM!
FORCE HIS ARMS BEHIND HIS BACK!
BROTHER WONDERFUL THINKS OF EVERYTHING! HE MAKES THINGS FOR ANY KIND OF TASK!
HEY! EASY, MAN! EASY!
CHECK HIS BONDS! HE MUST BE RENDERED HELPLESS!
WE'VE DONE IT, BROTHERS! WE NOW HAVE A SUPER-HERO OF OUR VERY OWN!
I-I'VE FLOWN INTO A TRAP! AND I DON'T EVEN KNOW HOW IT HAPPENED!
WELCOME TO ZERO STREET, HERO!
THE EFFECTS OF THE GAS HAVE WORN OFF, AND AS THE FALCON EYES HIS CAPTORS, HE SEES IN THEIR VACUOUS FACES THE MOST TERRIFYING OF ALL DANGERS -- DEALING WITH THE INSANE!!
ER--THIS IS NO WAY TO TREAT A BROTHER--BROTHER!
OH, BUT YOU'RE NOT A BROTHER YET! THE INQUISITION WAITS FOR YOU!!
HEE! HEE! HEE!
THE SUPER-HERO IS PREPARED FOR THE ORDEAL!

PUSHED AND PRODDED BY THE NIGHT PEOPLE, THE NEW ARRIVAL IS BROUGHT BEFORE THE INQUISTOR. THE FALCON GETS HIS FIRST GLIMPSE OF LEILA, AND IS ASSURED THAT SHE HASN'T BEEN HARMED...
PLAY IT COOL, LEILA! WE'RE IN A TIGHT SPOT. I'LL GET YOU OUT OF THIS SOMEHOW...
SAM --YOU DON'T UNDERSTAND! I-IT'S YOU THEY'RE AFTER! AND I DON'T KNOW WHY!
YOU'LL BOTH FIND OUT WHY! BUT NOT BEFORE YOU'RE PROPERLY CHASTISED!
THEY'RE REBELS! ANYONE CAN SEE THAT THEY'RE SPOILING FOR TROUBLE!
TRUE, BROTHER, TRUE! WITHIN THESE POOR SOULS ARE ALL THE FESTERING EVILS OF THE OUTSIDE WORLD. BUT WE SHALL CLEANSE THEM OF THESE IMPURITIES! WE SHALL PURGE THEM, UNTIL, LIKE US, THEY SHINE WITH INNER GLORY!
LOOK, THERE'S NO NEED TO GET EXCITED... WE CAN HARDLY MAKE ANY HOSTILE MOVES.
IF YOU RELEASE LEILA AND RETURN HER SAFELY TO HER APARTMENT, I'M QUITE WILLING TO STAY HERE AND LISTEN TO YOUR DEAL.
IMPOSSIBLE! BOTH OF YOU SHALL STAY TO BE PURIFIED! NO OTHER JOY CAN COMPARE TO THE BLESSING OF SHOCK TREATMENT!
SHOCK TREATMENT!!?? W-WE'VE GOT TO GET OUT OF HERE, FALCON!!


BUT BEFORE ANYTHING CAN BE DONE, TWO METAL HELMETS ARE RUSHED FORWARD AND CLAMPED UPON THE HEADS OF THE STRUGGLING PRISONERS...
ZONK!
MMMF-- LEILA!
NO! NO! MMMFF--
FEAR NOT, SISTER. REJOICE!


THE VOICE OF BROTHER WONDERFUL ECHOES IN THE DIM LIGHT...
STAND CLEAR, ONE AND ALL! I'M RELEASING THE CURRENT!
BEHOLD THE POWER THAT FLOODS THE MIND AND ERASES THE PAST! BEHOLD AND GIVE THANKS!


THEN...
POW!
KRAK!


STEVE ROGERS, AT THAT MOMENT, HOLDS COUNSEL AT SHIELD HEADQUARTERS IN THE COMBAT GARB OF CAPTAIN AMERICA!
THERE'S BEEN NO FURTHER WORD. THE FALCON AND HIS WOMAN ARE STILL MISSING!
WE SIMPLY CAN'T LET IT GO AT THAT!
A
SHIE

SHIELD IS PULLING OUT ALL THE STOPS, CAP-- BUT WE'RE UP AGAINST SOME HIGHLY UNUSUAL CIRCUMSTANCES...
WE HAVE NO CLUES LEADING TO THIS LEILA'S DISAPPEARANCE.

BUT, WE HAVE WITNESSES IN NEW YORK WHO WILL SWEAR THAT THEY SAW THE FALCON LITERALLY VANISH INTO THIN AIR!
TH-THAT'S INCREDIBLE!!

INCREDIBLE, YOU SAY?????
THEN PREPARE FOR THE INDESCRIBABLE!
COMING NEXT--
MAD, MAD
DIMENSION

CAPT. AMERICA
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
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02453
CAPTAIN AMERICA
AND
THE FALCON™
DANGER IN A DARK DIMENSION!
AND IF YOU THINK THIS IS WILD, WAIT TILL YOU SEE OUR SENSES-STUNNING STORY!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

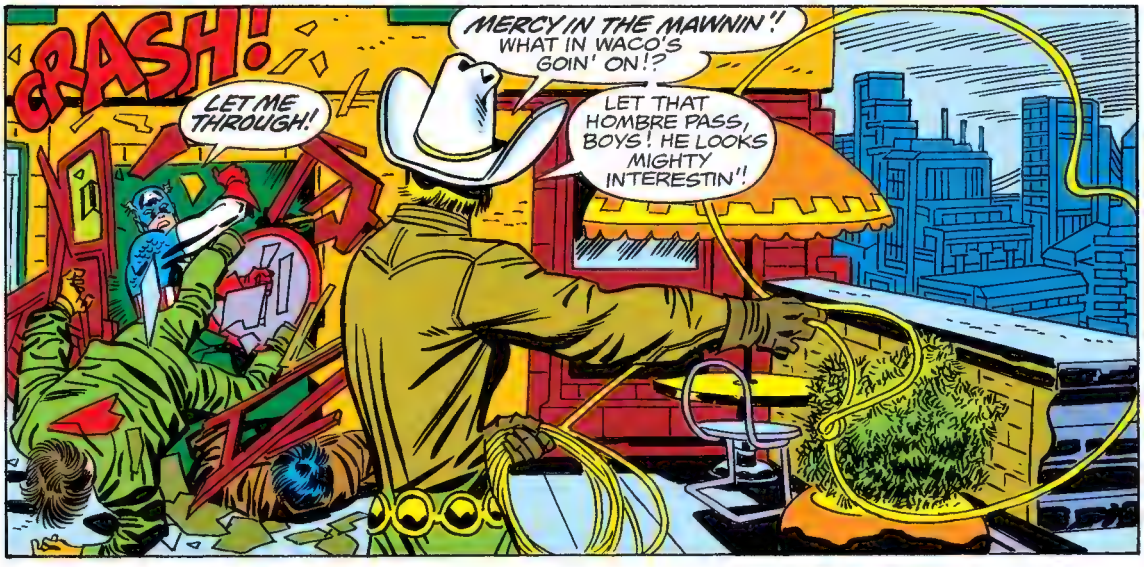
JV386

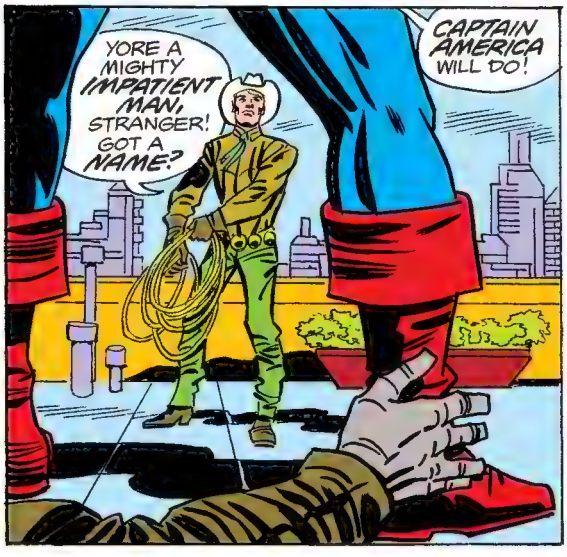
Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

HAVE YOU EVER HEARD OF THE **NIGHT PEOPLE?** NO? THEN SURELY YOU'VE BEEN OUT OF TOWN. WORSE, YOU PROBABLY **MISSED** THE PREVIOUS ISSUE OF THIS MAG! (HURRY! MAYBE YOU CAN STILL PICK IT UP!) BUT BEWARE THE **WEIRD CROWD** THAT APPEARS AT MIDNIGHT! THEY LOOT THE CITY AT WILL AND DISAPPEAR INTO **NOWHERE**--VANISHING TO A PLACE THEY CALL **ZERO STREET,** WHICH CANNOT BE FOUND. AND GET THIS--! THE **LAST** ITEMS THEY STOLE WERE **LEILA** AND THE **FALCON!** WHAT HAPPENS NEXT MAY BE THE **STRANGEST STORY EVER TOLD!!!**

MAD, MAD DIMENSION!

EDITED, WRITTEN & DRAWN by -- JACK KIRBY | INKED by -- FRANK GIACOIA | LETTERED by -- JOHN COSTANZA | COLORED by G. ROUSSOS | CONSULTING EDITOR ARCHIE GOODWIN


CRASH!
LET ME THROUGH!
MERCY IN THE MAWNIN'! WHAT IN WACO'S GOIN' ON!?
LET THAT HOMBRE PASS, BOYS! HE LOOKS MIGHTY INTERESTIN'!


YORE A MIGHTY IMPATIENT MAN, STRANGER! GOT A NAME?
CAPTAIN AMERICA WILL DO!

NOW DON'T INTERRUPT ME! WE'VE GOT URGENT BUSINESS! IT CONCERNS THE DISAPPEARANCE OF THE FALCON!!
OH, THAT!! WAL, I KIN TELL YUH, SON, THAT WUZ THE DARNEDEST BIT O' FLIM-FLAMMIN' A MAN EVER DID SEE!

AH, S'POSE YORE THIS FALCON'S SADDLE BUDDY AND YORE AS CONSARNED AN' MYSTIFIED AS I AM!
COME ON, SON! SET 'CHER SELF DOWN RIGHT 'CHERE WITH TEXAS JACK, AN' WE'LL CHEW THIS OVER!
ACCORDING TO SHIELD, YOU WERE AN EYE-WITNESS TO THE ENTIRE HAPPENING!

NOW, TELL ME-- HOW ON EARTH A MAN CAN LITERALLY VANISH INTO THIN AIR!
WAL, SON, DON'T THINK THAT HASN'T CROSSED MUH MIND... COULDN'T BELIEVE IT EVEN WHEN AH SAW IT!

THAT'S WHY AH'M SPENDIN' A PASSEL O' MONEY AFINDIN' OUT HOW IT WUZ DONE! 'COURSE, Y'MUST KNOW AH'M "OIL RICH" AN' WILDER'N A MUSTANG WHEN THINGS DON'T SET RIGHT!!
WAL, AH'VE HIRED SOME CRACKER-JACK SCIENTIFIC 'N' COMPUTER FELLERS TUH GIT ME SOME ANSWERS!! TEXAS JACK MULDOON'LL GIT T' THE BOTTOM O' THIS RIGHT SOON!
WOULD YOU MIND JUST TELLING ME WHAT YOU SAW?

FUR AS AH KNOW, IT HAD SOMETHIN' I'DO WITH NIGHT PEOPLE! "THEM NIGHT PEOPLE TOOK MUH LEILA," SAYS THE FALCON! HE WUZ HITCHIN' A RIDE IN MUH PRIVATE JET, AN' AH KIN TELL YUH, HE WUZ IN A MIGHTY BIG SWEAT TUH GET T' THIS TOWN!
PLEASE GO ON!

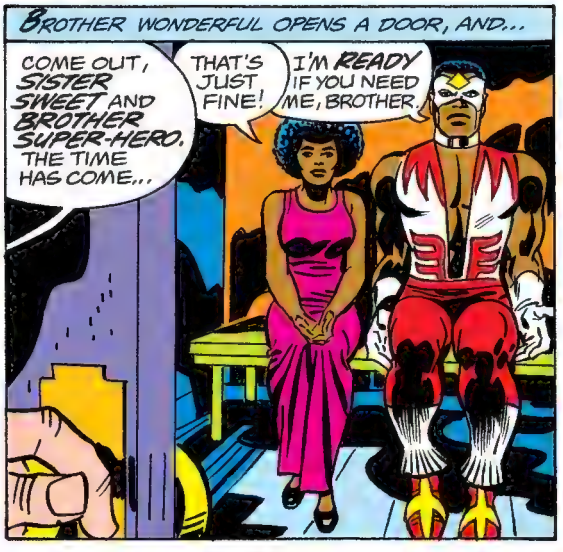
I-I'VE GOT TO HAVE DETAILS! YOUR JET LANDED--YOU DISEMBARKED WITH THE FALCON--AND THEN WHAT??
WAL, HE SPREADS HIS WINGS 'N' HEADS FER THE SKY! THAT'S WHEN AH SAW THAT FIREBALL POP OUT 'N' SWALLER HIM--RIGHT THAR!

SUDDENLY, MULDOON SPRINGS FROM HIS CHAIR...
BEASLEY! IT'S MUH MAN, BEASLEY! AN' YUH KIN BET HE'S GONNA TELL US LOTS MORE!
I'VE COLLECTED ALL THE PERTINENT DATA, SIR. WE HAVE WHAT I MIGHT TERM A FANTASTIC PROJECTION!

MEANWHILE, IN THE MYSTERY-SHROUDED AREA KNOWN AS ZERO STREET...
COME IN, BROTHER INQUISITOR...
MANY HOURS HAVE PASSED SINCE YOU ADMINISTERED SHOCK TREATMENT TO THE OUTSIDERS.
HOW DO THEY FARE, BROTHER WONDERFUL?

THEY WERE LEFT IN YOUR CARE, WITH MINDS WIPED CLEAN OF ALL MEMORY!
YES, YES, BROTHER. THOSE MINDS ARE NOW ORIENTED TO OUR PURPOSES! I AM A VERY METICULOUS TEACHER!

I REALIZE THAT! BUT I MUST BE CERTAIN THAT THEY THINK LIKE NIGHT PEOPLE! THAT THEY KNOW OUR PROBLEM!
YOU SHALL HEAR FOR YOURSELF!

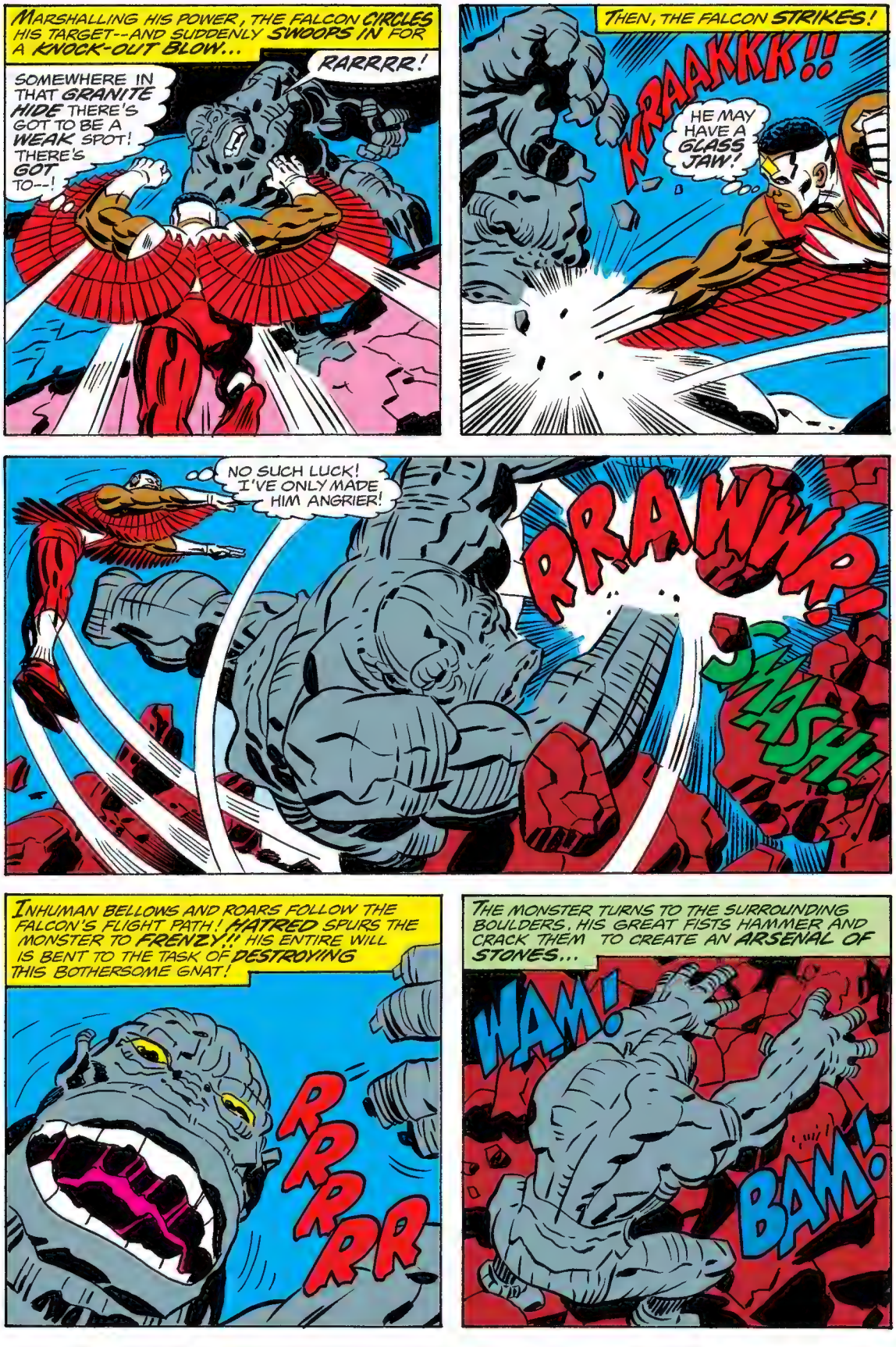

BROTHER WONDERFUL OPENS A DOOR, AND...
COME OUT, SISTER SWEET AND BROTHER SUPER-HERO. THE TIME HAS COME...
THAT'S JUST FINE!
I'M READY IF YOU NEED ME, BROTHER.

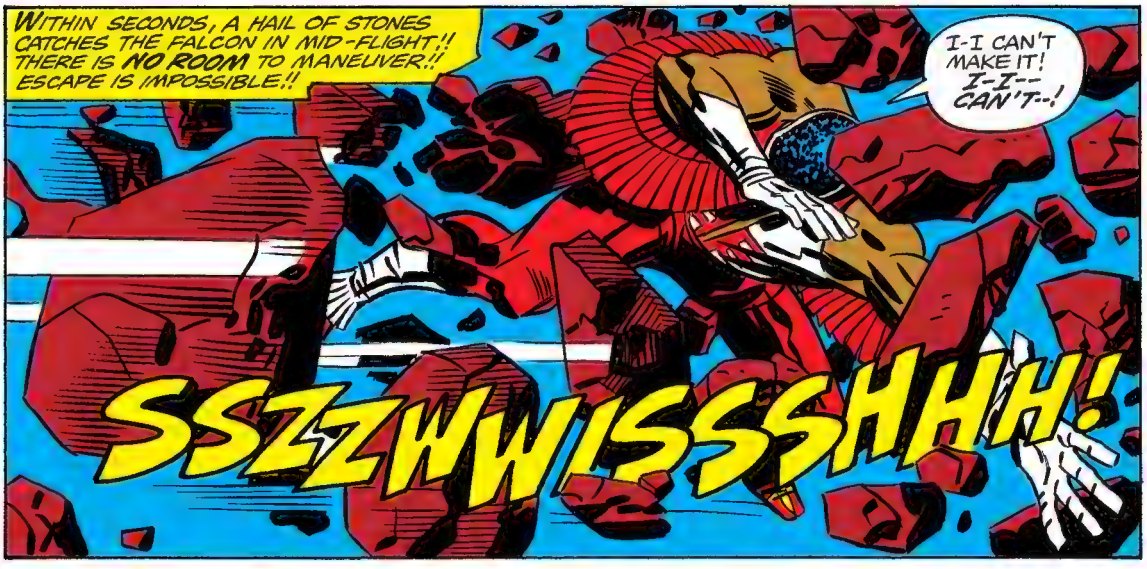
THE FALCON AND LEILA EMERGE, LIKE SLEEPERS IN A DREAM WHICH HAS BECOME REALITY...
WE NEED YOU SORELY, BROTHER! THE MONSTER WILL SOON BE AT OUR GATES--TO THREATEN US ONCE MORE!
YOUR WONDROUS WEAPONS WILL STOP HIM AS THEY ALWAYS HAVE!

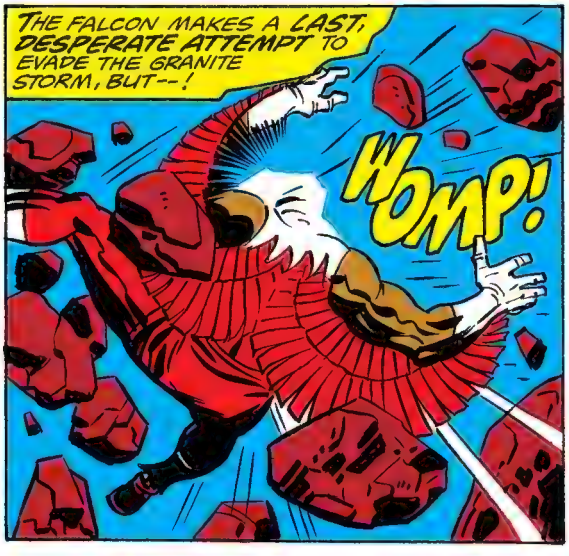
THEY CANNOT DESTROY HIM! THEY MERELY FILL HIM WITH FEAR! THIS MAY BE THE DAY HE WILL OVERCOME HIS FEAR AND BREAK IN, TO DO US GREAT HARM!!
GIVE ME YOUR COMMAND, BROTHER, AND I SHALL RID US OF THIS MONSTER FOR ALL TIME!

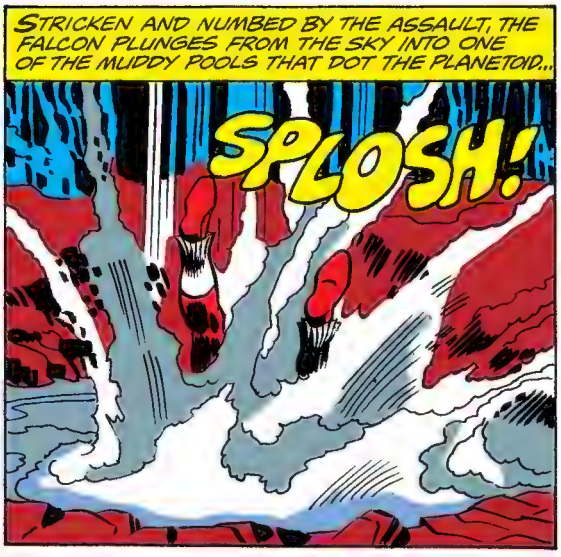
MARVELOUS! MARVELOUS! YOU'VE MADE THEM PART OF US!!
THANK YOU, BROTHER WONDERFUL. I AM EAGER TO TAKE TO THE AIR AGAINST OUR ENEMY!
WEAR THIS, BROTHER. IT WILL INCREASE YOUR SPEED!
WE ARE PROUD OF YOUR MIGHT!
THEN, WITH GREAT SKILL AND POWER, THE FALCON HURTLES INTO ACTION!!
INTO BATTLE, SUPER-HERO! KILL OR BE KILLED!! IF YOU DON'T DESTROY THE MONSTER-- HE WILL DESTROY US!
I SHALL DEFEAT HIM! HAIL TO THE NIGHT PEOPLE!
MANY EYES WATCH THE FALCON'S FLIGHT. THE NIGHT PEOPLE CRINGE FEARFULLY BEHIND THE STONE WALLS OF THEIR HOME. IT IS A PLACE THEY CANNOT LEAVE ON THE SMALL WORLD IT STANDS UPON.
THE SUPER-HERO IS ON HIS WAY!
HE MUST SUCCEED!
LISTEN! DO YOU HEAR THAT SOUND?
THE MONSTER IS COMING! HE'S BOUND TO MEET OUR SUPER-HERO!
ZERO STREET IS NOT ON EARTH!! IT RESTS, TRANSPLANTED, ON AN UNKNOWN PLANETOID, IN A STRANGE COSMOS YET UNSEEN BY MAN. AND THE ONLY LIFE NATIVE TO THIS WORLD IS A HOSTILE MENACE TO THE INVADERS!
THE MONSTER IS NEARBY-- HIS BEASTLY ROARS WILL LEAD ME TO HIM!
AAARR!!

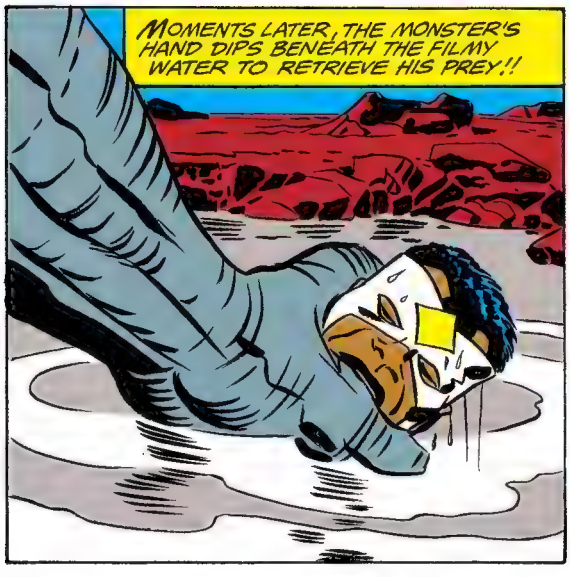
WITH A SAVAGE LUNGE, THE MONSTER BURSTS INTO VIEW! HE IS MASSIVE AND POWERFUL AND FEARSOME TO BEHOLD! HIS EYES ARE QUICK TO SPOT THE FALCON!
AARRR!
RROWR!
A HUGE COLUMN OF FLAME LEAPS FROM THE MONSTER'S MOUTH AND ALMOST BURNS THE FALCON FROM THE SKY!!
THE THING IS A LIVING FLAME-THROWER!
THE FALCON ATTACKS! HE STAGGERS HIS ENEMY WITH A MIGHTY BLOW...
POW!
IT WILL TAKE A HEAP OF FORCE TO BRING HIM DOWN! I'LL TRY AGAIN!

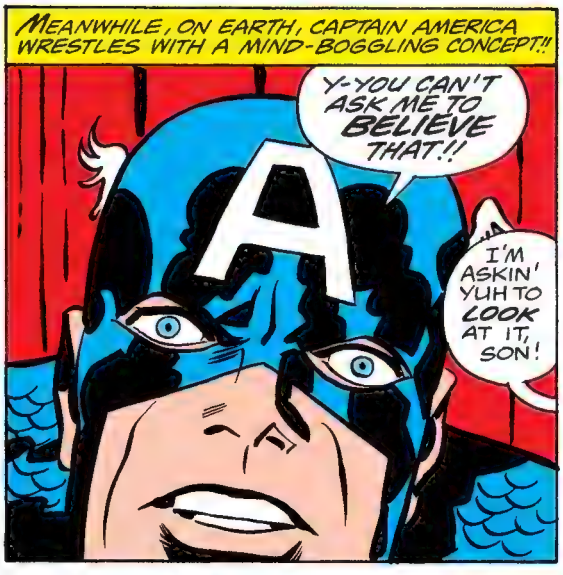

MARSHALLING HIS POWER, THE FALCON CIRCLES HIS TARGET--AND SUDDENLY SWOOPS IN FOR A KNOCK-OUT BLOW...
SOMEWHERE IN THAT GRANITE HIDE THERE'S GOT TO BE A WEAK SPOT! THERE'S GOT TO--!
RARRRR!
THEN, THE FALCON STRIKES!
KRAAKKK!!
HE MAY HAVE A GLASS JAW!
NO SUCH LUCK! I'VE ONLY MADE HIM ANGRIER!
RRAWWR!
SMASH!
INHUMAN BELLOWS AND ROARS FOLLOW THE FALCON'S FLIGHT PATH! HATRED SPURS THE MONSTER TO FRENZY!! HIS ENTIRE WILL IS BENT TO THE TASK OF DESTROYING THIS BOTHERSOME GNAT!
RRRRR
THE MONSTER TURNS TO THE SURROUNDING BOULDERS, HIS GREAT FISTS HAMMER AND CRACK THEM TO CREATE AN ARSENAL OF STONES...
WAM!
BAM!


WITHIN SECONDS, A HAIL OF STONES CATCHES THE FALCON IN MID-FLIGHT!! THERE IS NO ROOM TO MANEUVER!! ESCAPE IS IMPOSSIBLE!!
I-I CAN'T MAKE IT! I-I-- CAN'T--!
SSZZWWISSSHHH!


THE FALCON MAKES A LAST, DESPERATE ATTEMPT TO EVADE THE GRANITE STORM, BUT--!
WOMP!

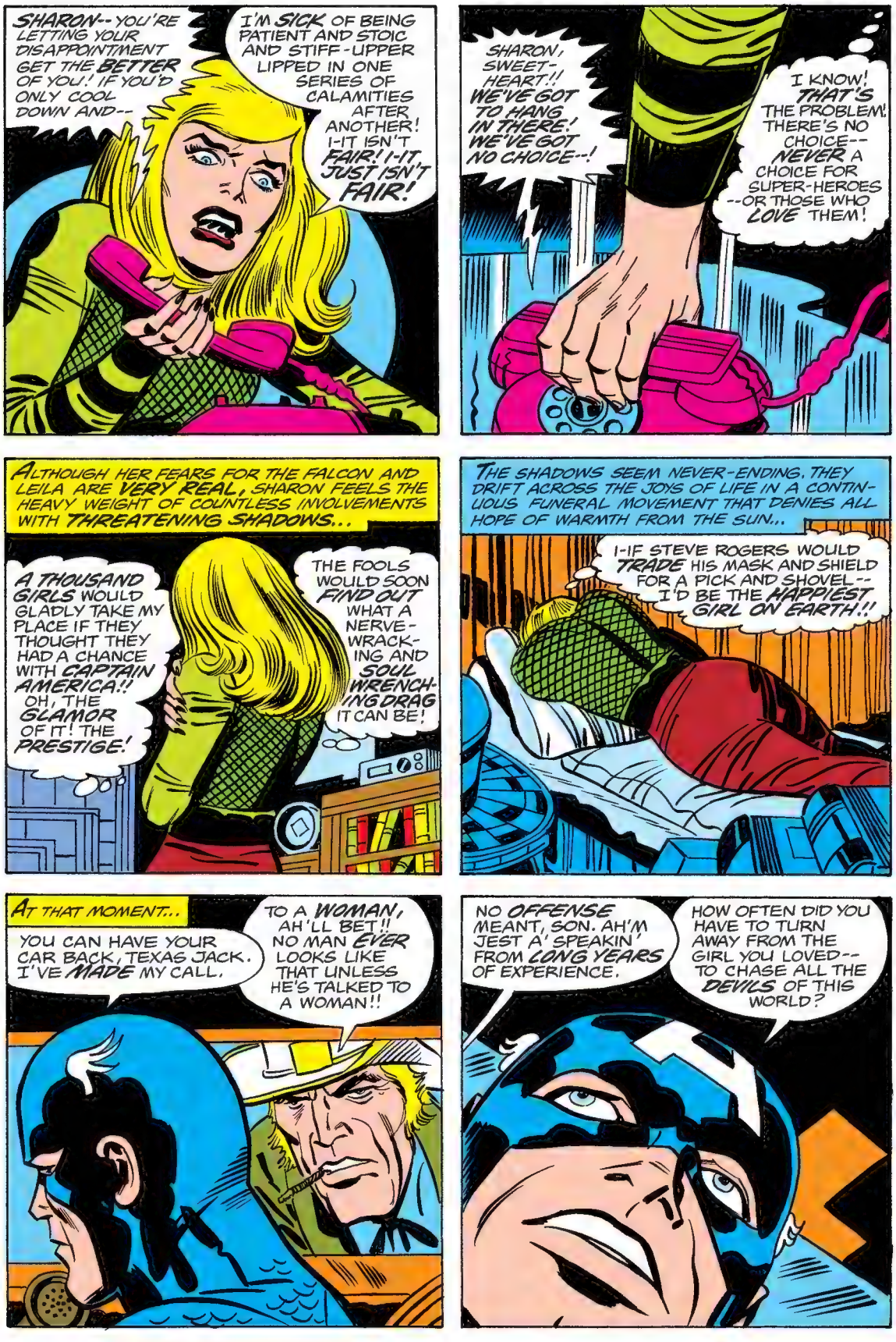

STRICKEN AND NUMBED BY THE ASSAULT, THE FALCON PLUNGES FROM THE SKY INTO ONE OF THE MUDDY POOLS THAT DOT THE PLANETOID...
SPLOSH!

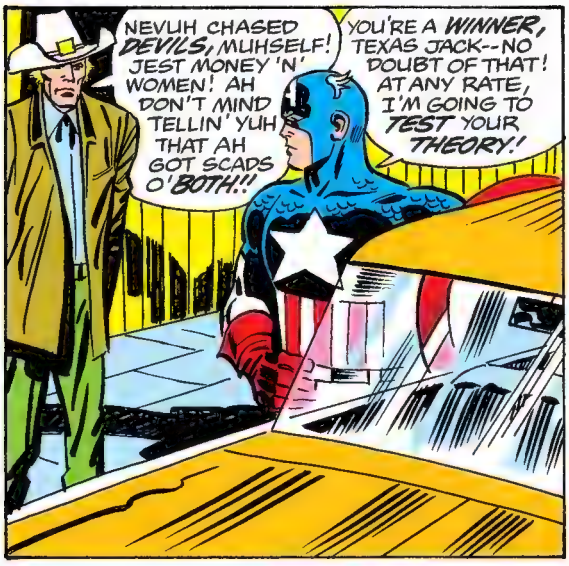

MOMENTS LATER, THE MONSTER'S HAND DIPS BENEATH THE FILMY WATER TO RETRIEVE HIS PREY!!


MEANWHILE, ON EARTH, CAPTAIN AMERICA WRESTLES WITH A MIND-BOGGLING CONCEPT!!
Y-YOU CAN'T ASK ME TO BELIEVE THAT!!
I'M ASKIN' YUH TO LOOK AT IT, SON!

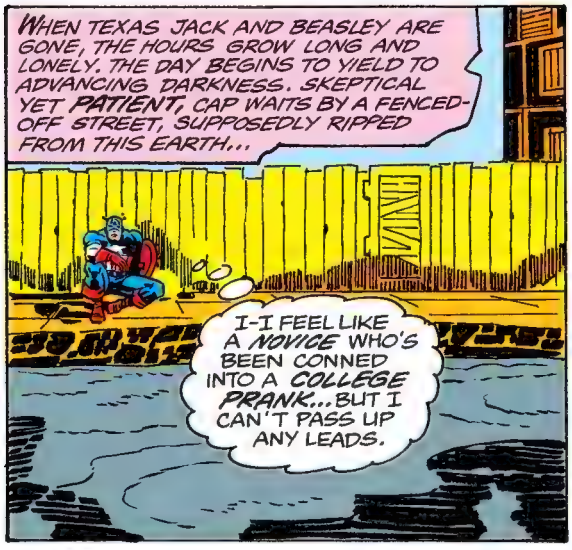
THERE WAS A STREET HERE, THAT'S TRUE. BUT IT WAS PROBABLY TORN UP AS THE CITY GREW!
THAT'S NOT WHAT BEAMISH SEZ!
MY COMPUTER-DATA ANALYSIS INDICATES THAT ZERO STREET WAS REMOVED IN A SUDDEN, TRAUMATIC EXCHANGE OF TERRESTRIAL ATOMS WITH THOSE OF AN UNI-DENTIFIABLE NATURE.
YOU MEAN THAT ZERO STREET WAS WHISKED OFF SOMEWHERE--AND REPLACED BY FOREIGN ATOMS?
HMMPH!
TEST IT FER YERSELF, SON! THE CITY CAIN'T DIG HERE! T'AIN'T NO WAY TUH DENT THIS GROUND!
OKAY, SUPPOSE I BUY IT! ZERO STREET IS NOW IN SOME OTHER DIMENSION! HOW DOES IT TIE IN WITH THE FALCON'S DISAPPEARANCE?
CUZ THAT'S WAR HE IS, BOY--IN THAT OTHER PLACE--WITH THOSE NIGHT PEOPLE!
--IN THE ASYLUM WHICH STOOD HERE WHEN THE ATOM DISPLACEMENT OCCURRED.
THEN THE NIGHT PEOPLE ARE INMATES OF THIS DIMENSION-TRAVELLING ASYLUM! BUT HOW COULD THEY KNOW ABOUT--?
NOT THEY--HIM!! THEIR MOST FAMOUS INMATE, DOCTOR ABNER DOOLITTLE! --A NUCLEAR PHYSICIST!
THAT'S TH' CASE HIST'RY, CAP! THAT PORE FELLER HAD A BREAKDOWN AN' WUZ CONFINED, BUT HE WUZ GIVEN GADGETS T'PLAY WITH. D'YUH SEE?
IN THAT ASYLUM, DOOLITTLE PERFECTED THIS DIMENSION TRAVEL!!
WOW--!
THIS IS GOING TO BE A LONG NIGHT, SIR. IF YOU'LL EXCUSE ME, I MUST MAKE A PHONE CALL--
YORE MIGHTY WELCOME T'USE MUH CAR PHONE. TEXAS JACK'S ALWAYS ONE T'OBLIGE A FRIEND.

SOON AFTER, IN TEXAS JACK'S LIMOUSINE...
STEVE ROGERS! SO YOU AND SAM WILSON FINALLY MADE IT BACK TO TOWN, DID YOU? WHEN WILL I SEE YOU?
ER, NOT RIGHT AWAY, SHARON. NOW DON'T GET ANGRY -- SOMETHING VERY SERIOUS IS ON THE BURNER! I-I MEAN IT.
ON THE OTHER END OF THE LINE, SHARON IS STARTLED BY CAP'S NEWS...
LISTEN CAREFULLY! SAM AND LEILA HAVE VANISHED UNDER HIGHLY PECULIAR CIRCUMSTANCES! I-I'M WORKING ON A LEAD RIGHT NOW!
OH, NO! NO!
IT'S A BAD BREAK FOR ALL OF US! THINGS WEREN'T SUPPOSED TO TURN OUT THIS WAY, BUT THEY HAVE!
SHARON--? SHARON--!!
WHAT DO YOU WANT ME TO SAY? WE'RE LOSERS, THAT'S ALL! WE'RE JUST LOSERS!
BUT THAT'S DOWNBEAT AND RIDICULOUS, SHARON!
OH, IS IT? THEN TELL ME WHY THE WORLD SUDDENLY GOES TOPSY-TURVY WHENEVER WE GET THE CHANCE TO SPEND A LITTLE TIME AS HUMAN BEINGS!
I KNOW HOW YOU FEEL, HONEY. I-I'D GIVE ANYTHING TO SEE YOU... BUT HONESTLY --I CAN'T DROP THIS LEAD! IF THIS DOESN'T WORK--
YOU NEEDN'T EXPLAIN! IT'S SIMPLY SUPER-HERO TIME, ISN'T IT!?
OH, SHARON, THIS JOB IS TOUGH ENOUGH WITHOUT YOUR ADDING GUILT TO IT! I'VE GOT TO DO IT! OUR BEST FRIENDS ARE IN TROUBLE!
I KNOW! I KNOW! SHIELD IS BAFFLED, AND ONLY CAPTAIN AMERICA CAN BREAK THIS CASE!!


SHARON--YOU'RE LETTING YOUR DISAPPOINTMENT GET THE BETTER OF YOU! IF YOU'D ONLY COOL DOWN AND--
I'M SICK OF BEING PATIENT AND STOIC AND STIFF-UPPER LIPPED IN ONE SERIES OF CALAMITIES AFTER ANOTHER! I-IT ISN'T FAIR! I-IT JUST ISN'T FAIR!
SHARON, SWEET-HEART!! WE'VE GOT TO HANG IN THERE! WE'VE GOT NO CHOICE--!
I KNOW! THAT'S THE PROBLEM! THERE'S NO CHOICE-- NEVER A CHOICE FOR SUPER-HEROES --OR THOSE WHO LOVE THEM!
ALTHOUGH HER FEARS FOR THE FALCON AND LEILA ARE VERY REAL, SHARON FEELS THE HEAVY WEIGHT OF COUNTLESS INVOLVEMENTS WITH THREATENING SHADOWS...
A THOUSAND GIRLS WOULD GLADLY TAKE MY PLACE IF THEY THOUGHT THEY HAD A CHANCE WITH CAPTAIN AMERICA!! OH, THE GLAMOR OF IT! THE PRESTIGE!
THE FOOLS WOULD SOON FIND OUT WHAT A NERVE-WRACKING AND SOUL WRENCHING DRAG IT CAN BE!
THE SHADOWS SEEM NEVER-ENDING, THEY DRIFT ACROSS THE JOYS OF LIFE IN A CONTINUOUS FUNERAL MOVEMENT THAT DENIES ALL HOPE OF WARMTH FROM THE SUN...
I-IF STEVE ROGERS WOULD TRADE HIS MASK AND SHIELD FOR A PICK AND SHOVEL-- I'D BE THE HAPPIEST GIRL ON EARTH!!
AT THAT MOMENT...
YOU CAN HAVE YOUR CAR BACK, TEXAS JACK. I'VE MADE MY CALL.
TO A WOMAN, AH'LL BET!! NO MAN EVER LOOKS LIKE THAT UNLESS HE'S TALKED TO A WOMAN!!
NO OFFENSE MEANT, SON. AH'M JEST A' SPEAKIN' FROM LONG YEARS OF EXPERIENCE.
HOW OFTEN DID YOU HAVE TO TURN AWAY FROM THE GIRL YOU LOVED-- TO CHASE ALL THE DEVILS OF THIS WORLD?

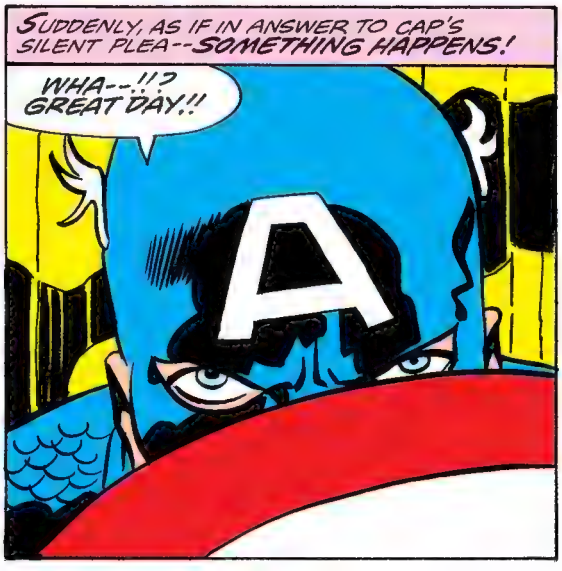

NEVUH CHASED DEVILS, MUHSELF! JEST MONEY 'N' WOMEN! AH DON'T MIND TELLIN' YUH THAT AH GOT SCADS O' BOTH!!
YOU'RE A WINNER, TEXAS JACK--NO DOUBT OF THAT! AT ANY RATE, I'M GOING TO TEST YOUR THEORY!

GOIN' TUH SEE IT THROUGH, EH? GUESS AH'LL BE A'MOSEYIN' ALONG THEN. AH'VE DONE ALL I'M QUALIFIED T'DO.
THANKS... YOU'VE BEEN OF GREAT SERVICE.
GOOD LUCK, SON!


WHEN TEXAS JACK AND BEASLEY ARE GONE, THE HOURS GROW LONG AND LONELY. THE DAY BEGINS TO YIELD TO ADVANCING DARKNESS. SKEPTICAL YET PATIENT, CAP WAITS BY A FENCED-OFF STREET, SUPPOSEDLY RIPPED FROM THIS EARTH...
I-I FEEL LIKE A NOVICE WHO'S BEEN CONNED INTO A COLLEGE PRANK... BUT I CAN'T PASS UP ANY LEADS.

OOOH-H, MY ACHING BACK! I SURE HOPE THIS PAYS OFF...
WHAT AM I THINKING!? HOW CAN I POSSIBLY LEND ANY CREDENCE TO A THEORY ABOUT DIMENSION-HOPPING KOOKS?!?

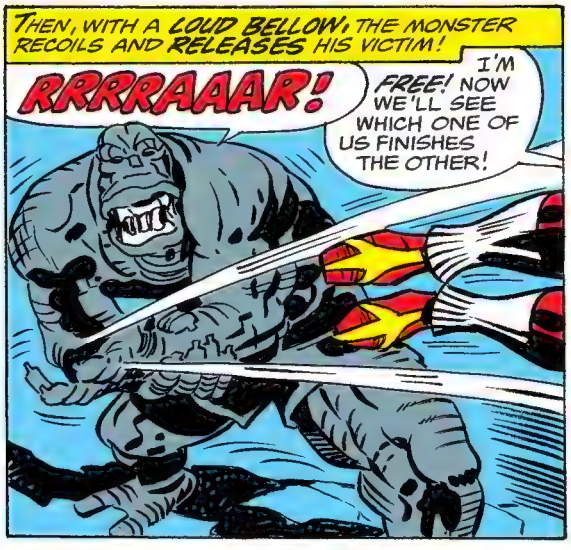
THIS IS MADNESS! SHEER MADNESS! SHARON WAS RIGHT TO PUT ME DOWN THE WAY SHE DID. IF THERE EVER WAS A SIX-SIDED FOOL, IT'S CAPTAIN AMERICA!
HAPPEN, DARN IT, HAPPEN! I'M BONE-TIRED--AND I'M FALLING ASLEEP!


SUDDENLY, AS IF IN ANSWER TO CAP'S SILENT PLEA--SOMETHING HAPPENS!
WHA--!!? GREAT DAY!!

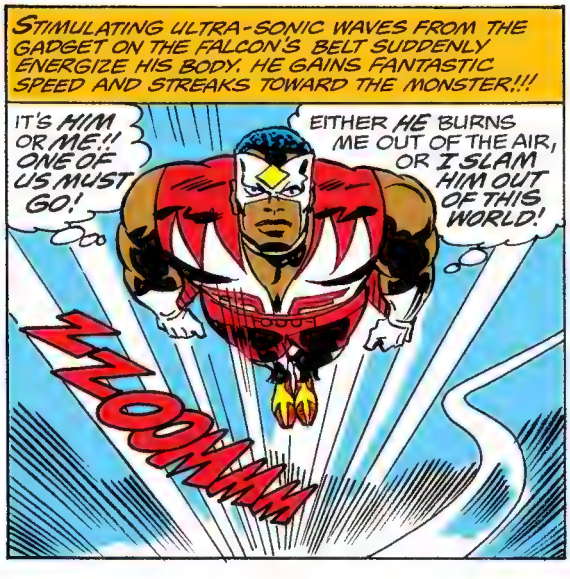
I-IT'S THE FIREBALL! AND IT LOOKS EXACTLY THE WAY TEXAS JACK DESCRIBED IT!
WHAT'S MORE--IT'S EXPANDING IN SIZE!
THE THING GROWS, AS IF NOURISHED BY THE SEETHING ENERGY OF ITS OWN ELEMENTS!!! CAP APPROACHES IT WITH CAUTION...
THIS IS AN INCREDIBLE PHENOMENON! DO I DARE PUT IT TO THE TEST??
IN THAT OTHER DIMENSION, THE FALCON HANGS LIMP IN THE CRUSHING GRIP OF A RAGING ENEMY!!! HIS BATTLE FOR SURVIVAL SEEMS ABOUT TO END IN DEFEAT!!
RRRRRRRR!!!
H-HEY--! WHAT'S HAPPENING--? THAT NOISE--SOUNDS LIKE IT'S COMING FROM A ZOO!
RRRAAARR!!
I-I REMEMBER NOW! I'M BEHIND ON POINTS! I'M LOSING THE GAME--FOR GOOD!
MAN! HE'S OUT TO FRY ME AGAIN!! AND IF I DON'T BREAK AWAY FAST, HE'LL DO IT!!

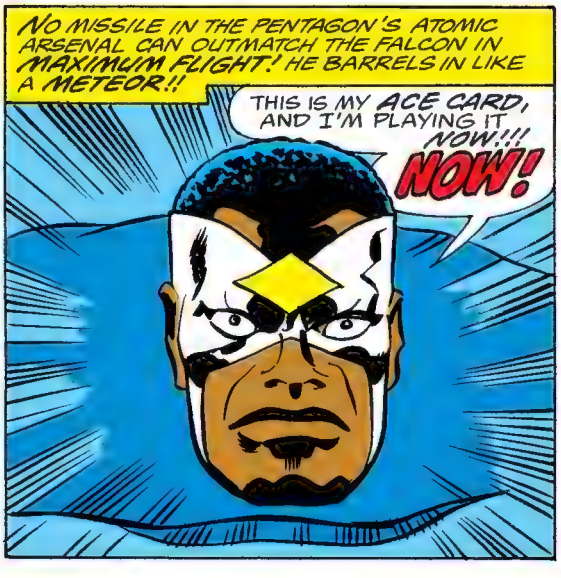
IT'S A TIME TO THINK AND ACT AT LIGHTNING SPEED! THE FALCON DOES SO WITH PROFESSIONAL SKILL...
HIS THUMB! IT'LL TAKE A HEAP OF MUSCLE--BUT I'VE GOT TO MOVE IT!

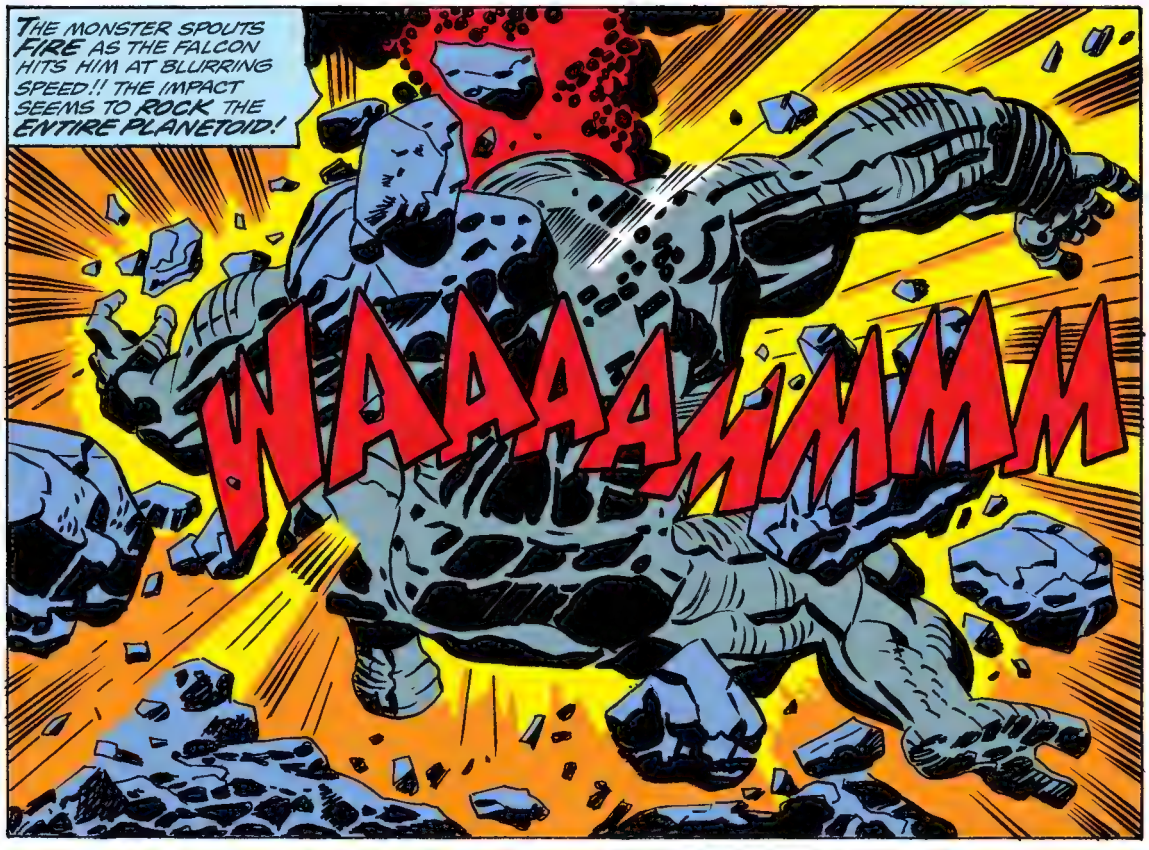
A SIMPLE WRESTLING MANEUVER CAN WORK AGAINST MAN OR MONSTER... ALTHOUGH HE IS PITTED AGAINST A TERRIFYING OPPONENT, THE FALCON MANAGES TO FORCE THE BEAST'S THUMB PAINFULLY BACK...
I'M DOING IT! IT'S YIELDING!
!RRAA!


THEN, WITH A LOUD BELLOW, THE MONSTER RECOILS AND RELEASES HIS VICTIM!
RRRRAAAR!
I'M FREE! NOW WE'LL SEE WHICH ONE OF US FINISHES THE OTHER!

THE FALCON IS ON THE WING ONCE MORE. HE CIRCLES, AND DIVES AND GATHERS SPEED...
MISTER, WHEN I COME AT YOU THIS TIME, YOU'LL THINK YOU'VE BEEN HIT BY AN H-BOMB!!


STIMULATING ULTRA-SONIC WAVES FROM THE GADGET ON THE FALCON'S BELT SUDDENLY ENERGIZE HIS BODY. HE GAINS FANTASTIC SPEED AND STREAKS TOWARD THE MONSTER!!!
IT'S HIM OR ME!! ONE OF US MUST GO!
EITHER HE BURNS ME OUT OF THE AIR, OR I SLAM HIM OUT OF THIS WORLD!
ZZOOMM


NO MISSILE IN THE PENTAGON'S ATOMIC ARSENAL CAN OUTMATCH THE FALCON IN MAXIMUM FLIGHT! HE BARRELS IN LIKE A METEOR!!
THIS IS MY ACE CARD, AND I'M PLAYING IT NOW!!!
NOW!


THE MONSTER SPOUTS FIRE AS THE FALCON HITS HIM AT BLURRING SPEED!! THE IMPACT SEEMS TO ROCK THE ENTIRE PLANETOID!
WAAAAMMMM

THERE IS A MOMENT OF WILD CHAOS. THE GREAT BEAST IS HURLED OFF HIS FEET AND VANISHES OVER THE EDGE OF THE PLANETOID --INTO THE DEEP CHASM OF SPACE!!
YYAAAAGGHH!

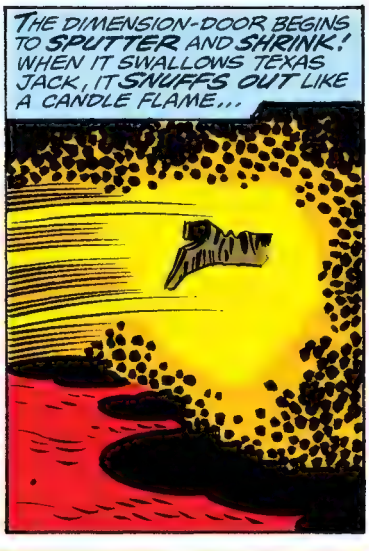
CHEERS FILL THE AIR! THE NIGHT PEOPLE HAVE SEEN THEIR SUPER-HERO SCORE A GREAT VICTORY AND DISPEL A THREAT TO THEIR EXISTENCE! DANGER, TO THEM, SEEMS NOW A THING OF THE PAST!
THE DEED IS DONE, BROTHER WONDERFUL! WE NEED NO LONGER FEAR ATTACK FROM THE MONSTER!
THIS IS OUR WORLD NOW! ALL OURS!!
THE SUPER-HERO HAS, INDEED, FULFILLED THE FUNCTION HE WAS DESTINED FOR!
I-I HOPE HE'S NOT HURT.
BROTHER SUPER-HERO IS INVINCIBLE!

YOU STILL SEEM WORRIED, BROTHER WONDERFUL. WHAT CAN BEFALL US, NOW THAT THE MONSTER IS GONE?
MORE MONSTERS! PERHAPS AN ARMY OF MONSTERS...
YOU SEE, WE ARE NOT ALONE IN THIS SECTOR OF SPACE! THERE ARE MANY OTHER PLANETOIDS!
BROTHER SUPER-HERO WILL GUARD US!
SISTER SWEET IS RIGHT. WE SHALL BE SAFE!
NEVER!! EACH ONE OF THOSE THOUSANDS OF PLANETOIDS MUST HOLD A LIVING INHABITANT! EACH ONE A LIVING THREAT TO OUR LIVES!
THOUSANDS OF MONSTERS--A CONSTANT THREAT!! NOT EVEN A SUPER-HERO COULD HOLD BACK SUCH A FORCE!
NO--BUT THERE IS ONE OTHER WAY TO DEAL WITH THEM! PERHAPS THE MOST PERFECT SOLUTION OF ALL!!
YES, YES! GO ON! WHAT'S THE ANSWER, BROTHER?
MY DIMENSION MACHINE, BROTHER! IT WORKS TWO WAYS!
IF THE MONSTERS COME HERE, WE'LL FIND A WAY TO FORCE THEM TO LEAVE THIS DIMENSION AND PASS THROUGH TO EARTH! WE SHALL DEPOSIT ALL INVADING MONSTERS ON EARTH!
WHY, THAT'S INGENIOUS!
WHY NOT? I AM A GENIUS!
EVEN NOW, MY DIMENSION MACHINE IS FULLY ACTIVATED! I'M TESTING EACH COMPONENT... THE DOOR TO EARTH IS OPEN!
BZZZZZZ

AND ON EARTH, CAPTAIN AMERICA FACES THAT CRACKLING DOOR-- TORN BY INDECISION --WONDERING WHAT WILL HAPPEN IF HE MAKES CONTACT WITH THE STRANGE PHENOMENON.
I-I'VE GOT TO MAKE UP MY MIND-- BEFORE IT FADES AWAY!

SUDDENLY, HE DECIDES! CAP RACES FORWARD AND LEAPS INTO THE BLINDING LIGHT!!!
THERE'S NO CHOICE! I MUST CHANCE IT! IF THE FALCON IS ALIVE, I'LL SURVIVE, TOO!

BEHIND CAP, THE DARKNESS ERUPTS WITH A REBEL YELL! TEXAS JACK MULDOON BOUNDS INTO VIEW!!
YAAHOOO!
TEXAS JACK, AIN'T PASSIN' UP A SHEBANG LIKE THIS 'UN!



COMING UP!-- THE BOMBSHELL CLIMAX!!

THE NEXT HACKLE-RAISING, PULSE-POUNDING, NERVE-TWITCHING ISSUE WILL GIVE YOU THE JOLT OF YOUR LIFE!!!

BUY! SEE! READ!

ALAMO II

CAPT. AMERICA
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CAPTAIN AMERICA™
AND
THE FALCON™
WAR IN AN ALIEN DIMENSION!
ALAMO II

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

GET THIS!! SUPPOSE THE **INMATES** OF AN **ASYLUM** TOOK COMMAND OF THE PLACE! SUPPOSE ONE OF THOSE INMATES WAS A SCIENTIST NOTED FOR HIS RADICAL THEORIES--AND ONE OF THOSE THEORIES **WORKED!** THE RESULT--A DIMENSIONAL DOOR WHICH SWALLOWED THE ASYLUM, ITS INMATES, A SUPER-HERO'S CHICK--AND...

CAPTAIN AMERICA AND THE FALCON!

THIS IS AN UNBELIEVABLE EXPERIENCE! I'VE JUMPED THROUGH THIS EERIE, BLAZING LIGHT--INTO ANOTHER DIMENSION!
THE PLANET EARTH DOESN'T EXIST IN THIS SECTION OF NOWHERE!
"ALAMO II!"

EDITED / WRITTEN & DRAWN by JACK KIRBY / INKS FRANK GIACOIA / LETTERS GASPAR / COLORS H. PALEY / CONSULTING EDITOR A. GOODWIN

CAPTAIN AMERICA HAS LEAPED GALAXIES IN THE TWINKLING OF AN EYE! HE PAUSES, CAUTIOUSLY EXAMINING HIS SURROUNDINGS...
I-I'M IN SOME SORT OF IMPROVISED LABORATORY, WITH THE MACHINE WHICH PRODUCES THE "DIMENSION-DOOR" EFFECT!
THE MAN WHO PUT THIS TOGETHER IS A SCIENTIFIC GENIUS!

BUT, UNFORTUNATELY, HE'S A MENTAL CASE WHO HAS TRANSPORTED THIS ASYLUM AND ITS INMATES BEYOND PSYCHIATRIC HELP.
WORSE YET, HE'S MANAGED TO ABDUCT LEILA AND THE FALCON TO THIS-- SPATIAL LIMBO!!

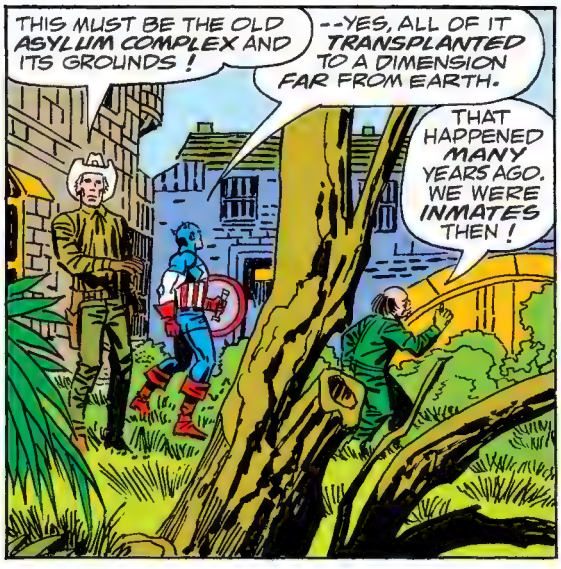
SUDDENLY, THE DIMENSION-DOOR CRACKLES WITH RENEWED ACTIVITY...
WHA--!? SOMETHING'S HAPPENING! I-I WONDER--
ZZZT!!

THEN, IN THE CORE OF SEETHING ENERGY...
T-THERE'S A MAN COMING THROUGH!! WHY, IT'S--
TEXAS JACK MULDOON PAYS HIS COMPLIMENTS, SUH!

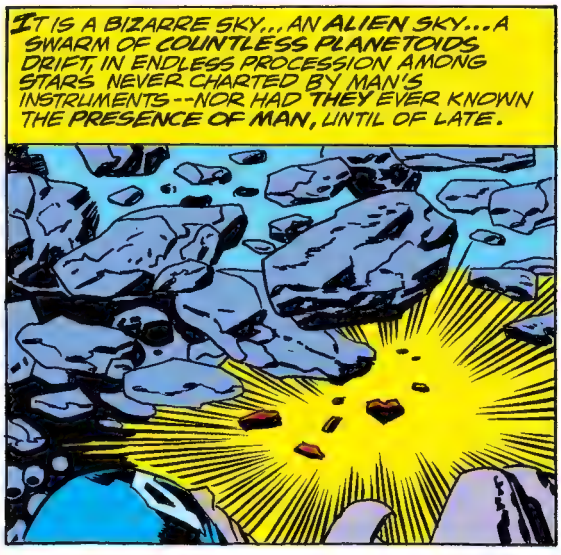
DIDN'T THINK AH'D PASS UP A CHANCE TUH RAISE CAIN IN SOME FOREIGN-LIKE DIMENSION, DID'JA, SON?
YOU'VE BEEN A GREAT HELP SINCE THE START OF THIS CAPER, TEXAS JACK! BUT I'D ADVISE A COOL FINGER ON THAT TRIGGER...

THAT'S WELL-TAKEN, BOY...I'M NOT ONE O' THOSE WILD ONES Y'HEAR ABOUT... HOWSOEVER, AH KIN HANDLE A PIECE REAL FINE, IF 'N WE GET IN A TIGHT SPOT!
THERE'S NO TELLING WHAT MAY DEVELOP HERE! THIS SOPHISTICATED EQUIPMENT IS EVIDENCE OF A MIND BOTH CALCULATING AND EXTREMELY BOLD!
AT THAT MOMENT--!!
DON'T TOUCH ANY OF THOSE PRECIOUS MECHANISMS! THEY ARE FORBIDDEN TO ALL BUT BROTHER WONDERFUL!
STAND RIGHT THERE, HOMBRE! OR YUH'LL SEE HOW THIS LI'L OLE MECHANISM WORKS, TOO!
EASY, TEXAS JACK!
YOU ARE TOTAL STRANGERS WHO HAVE WANDERED THROUGH MY DIMENSIONAL TRANSPORTER! THIS IS A TERRIBLE TURN OF EVENTS! WHAT SHALL WE DO WITH YOU?
BEFORE YOU GET ANY STRANGE IDEAS, BROTHER WONDERFUL, IT WOULD BE WISE TO HEAR US OUT!
T-THEN YOU CAME HERE BY DESIGN!! YOU DELIB-ERATELY TRESPASSED!
er--WE'RE SEEKERS, BROTHER! WE'RE SEARCHING FOR THOSE WHO HAVE VANISHED FROM EARTH!
I KNOW WHO YOU ARE! THAT SUPER-HERO SUIT DOESN'T FOOL ME!
YOU'RE WRONG. WE MEAN YOU NO HARM!
OUR DESIRE IS ONLY TO LOCATE TWO FRIENDS WE BELIEVE TO BE IN YOUR MIDST!
YOU REPRESENT THE AUTHORITIES! THE EVIL ONES WHO HOLD THE BROTHERS AND SISTERS IN PADDED CELLS!
I THINK YOU KNOW WHO THEY ARE, BROTHER!

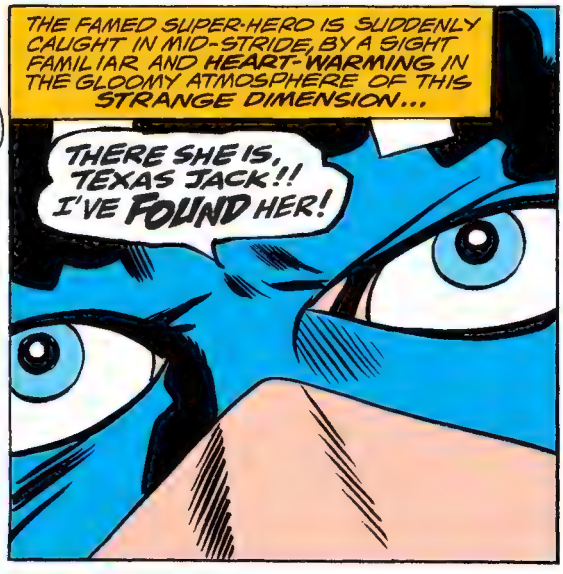
SURELY, WHOEVER THEY ARE, THEY MUST BE HAPPY HERE! COME, I'LL SHOW YOU!
LEAD ON.
IT'S AMAZING--SIMPLY AMAZING...


THIS MUST BE THE OLD ASYLUM COMPLEX AND ITS GROUNDS!
--YES, ALL OF IT TRANSPLANTED TO A DIMENSION FAR FROM EARTH.
THAT HAPPENED MANY YEARS AGO. WE WERE INMATES THEN!

FUNNY...YUH'D NEVER THINK THIS WAS ANYPLACE BUT EARTH...
--NOT UNLESS YOU LOOKED UP AT THE SKY, TEXAS, JACK! THAT OUGHT TO SHAKE YOU UP!!

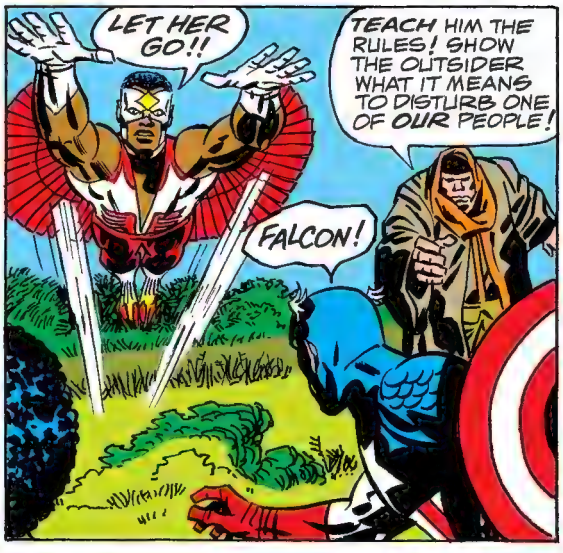

IT IS A BIZARRE SKY...AN ALIEN SKY...A SWARM OF COUNTLESS PLANETOIDS DRIFT, IN ENDLESS PROCESSION AMONG STARS NEVER CHARTED BY MAN'S INSTRUMENTS--NOR HAD THEY EVER KNOWN THE PRESENCE OF MAN, UNTIL OF LATE.

AS CAP AND TEXAS JACK CATCH SIGHT OF THE LANDSCAPE OUTSIDE THE ASYLUM WALLS, THEY SEE FURTHER EVIDENCE OF UNEARTHLY ORIGIN...
I'M SHOOK, CAP! THIS HERE'S ENOUGH TO STOP A BRAHMA BULL!
IT'S EERIE, ALL RIGHT! MY GUESS IS THAT WE'RE ON A PLANETOID, LIKE THOSE IN OUR ORBIT.

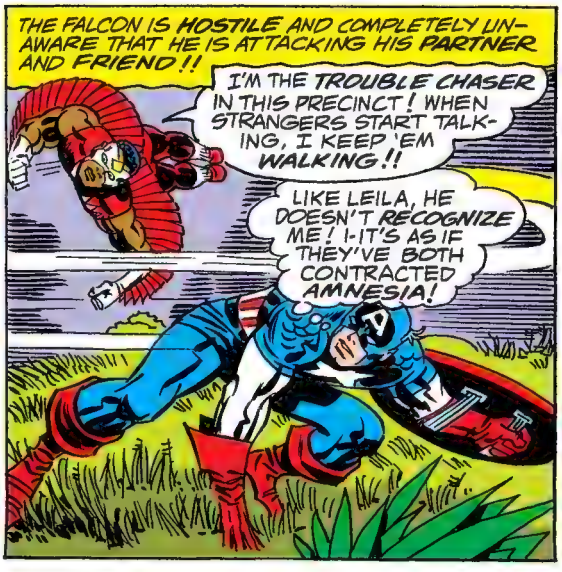

THE FAMED SUPER-HERO IS SUDDENLY CAUGHT IN MID-STRIDE, BY A SIGHT FAMILIAR AND HEART-WARMING IN THE GLOOMY ATMOSPHERE OF THIS STRANGE DIMENSION...
THERE SHE IS, TEXAS JACK!! I'VE FOUND HER!

IF THAT'S THE FALCON'S LITTLE GAL, HE CAIN'T BE FAR OFF!
LEILA!! LEILA!!
HEY! AREN'T YOU GLAD TO SEE ME?
BUT--I-I DON'T KNOW YOU!
ARROGANT STRANGER! UNHAND SISTER SWEET!
I THINK HE'S HURTING HER!
HUH! HE'LL SOON REGRET THAT!

PLEASE, BROTHER! YOU'VE MADE A GRIEVOUS ERROR... WE'VE NEVER MET BEFORE!
THAT'S RIDICULOUS, LEILA! WHAT'S WRONG? W-WHAT'S HAP-PENED TO YOU?


LET HER GO!!
TEACH HIM THE RULES! SHOW THE OUTSIDER WHAT IT MEANS TO DISTURB ONE OF OUR PEOPLE!
FALCON!

SPLIT, MAN!
WHAP!!
WHA--?
UGH!!


THE FALCON IS HOSTILE AND COMPLETELY UN-AWARE THAT HE IS ATTACKING HIS PARTNER AND FRIEND!!
I'M THE TROUBLE CHASER IN THIS PRECINCT! WHEN STRANGERS START TALK-ING, I KEEP 'EM WALKING!!
LIKE LEILA, HE DOESN'T RECOGNIZE ME! I-IT'S AS IF THEY'VE BOTH CONTRACTED AMNESIA!

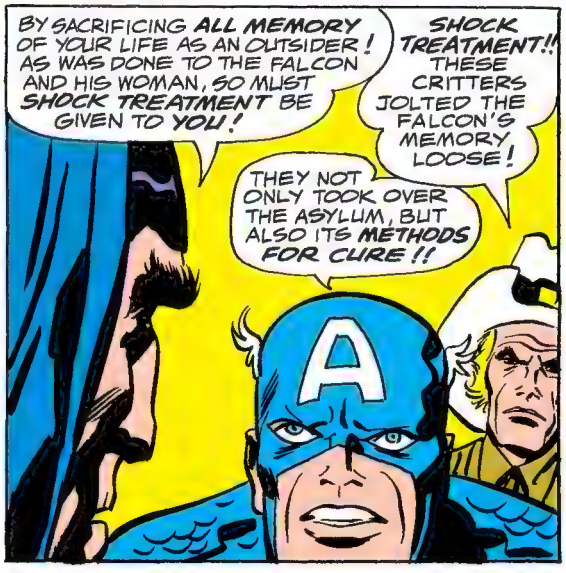
AS THE FALCON SWOOPS IN ONCE MORE...
NO, FALCON! YOU MUST LISTEN TO ME!!
THAT'S NOT MY JOB, STRANGER!

CAP STRUGGLES IN VAIN TO CALM THE FALCON, IN AN EFFORT TO COMMUNICATE WITH HIM...
YOU CAN'T KEEP ME DOWN FOREVER! I'M GONNA--
LISTEN TO ME, FALCON! LISTEN!

POW!

HOLD, BROTHER! THIS OUTSIDER DOESN'T SEEM TO BE ONE TO FEAR. PERHAPS IT WOULD BE WISE TO DEAL WITH HIM ON GENTLER TERMS...
THANKS, MISTER-- I DON'T RELISH ANY MORE OF THIS!
YOU'VE GOT THE BALL!

I'M BROTHER INQUISITOR. IT IS I WHO SOLVES ALL ISSUES HERE.
BROTHER FALCON WAS BROUGHT TO US, AND NOW SERVES AS OUR OWN PERSONAL SUPER-HERO! POSSIBLY, YOU TOO MAY--
I SEE! THE RULES DON'T BAR ANOTHER SUPER-HERO... BUT HOW CAN I BE-COME ONE OF YOU?


BY SACRIFICING ALL MEMORY OF YOUR LIFE AS AN OUTSIDER! AS WAS DONE TO THE FALCON AND HIS WOMAN, SO MUST SHOCK TREATMENT BE GIVEN TO YOU!
SHOCK TREATMENT!! THESE CRITTERS JOLTED THE FALCON'S MEMORY LOOSE!
THEY NOT ONLY TOOK OVER THE ASYLUM, BUT ALSO ITS METHODS FOR CURE!!

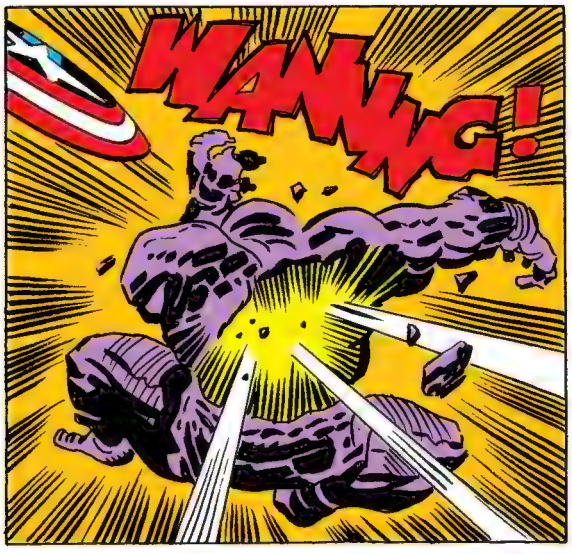
CAP STUDIES THE ASSEMBLED INMATES AND REALIZES THAT HE'S WITNESS TO AN UNPRECEDENTED SOCIAL EXPERIMENT! A SOCIETY FORMED BY MENTAL PATIENTS WHO HAVE ADOPTED THE WORLD OF THE INSTITUTION AS A LIFE-STYLE!!
IT'S A CINCH THAT THE FALCON AND LEILA WEREN'T GIVEN A CHOICE! THEY MUST'VE BEEN TAKEN BY SURPRISE--OR OVER-POWERED IN SOME OTHER MANNER!
IT IS A MISTAKE TO ACCEPT THE NEW SUPER-HERO!! HE LOOKS SHIFTY TO ME! I DON'T THINK THAT SHOCK TREATMENT WILL CHANGE HIM!
YOU'RE A PARANOID! YOU FEEL THREATENED BY ALL LIVING CREATURES! AS A SCHIZOPHRENIC, MY OTHER SELF TELLS ME THAT HE CAN BE TRUSTED!
GIVE HIM THE SHOCK TREATMENT! IT WORKED ON THE FALCON!
I TRUST ONLY BROTHER WONDERFUL AND HIS MACHINES! THEY ALONE WILL DECIDE THE FATE OF THIS NEWCOMER!
IT IS UP TO YOU, OUTSIDER!! ACCEPT CHANGE--OR DIE!!
IF HE BECOMES ONE OF US, I WON'T HAVE TO KILL HIM!

THE CHOICE IS YOURS! MAKE IT NOW!
NOW HOLD ON, BROTHER. THAT'S A MIGHTY IMPORTANT DECISION TUH MAKE IN HASTE...
I-I MUST HAVE TIME TO THINK--
NO MAN KIN COPE WITH AN INSANE PROPOSITION LIKE THIS'N, CAP! I THINK IT'S TIME TO CONSIDER USIN' MY SHOOTIN' IRON! WE'RE IN A BAD SPOT!
THAT'S NO LIE... BUT, THERE MUST BE A BETTER ANSWER TO THIS THAN MUSCLE!
THE STRANGERS ARE STALLING FOR TIME!
THEY'RE A'SPOILIN' FOR A FIGHT, BOY! THERE'S NO DOUBTIN' THAT!
THE ONLY CHOICE WE HAVE IS TO TAKE LEILA AND THE FALCON BACK TO EARTH BY FORCE!
SCHEMERS!! YOU'RE HATCHING A PLOT TO DECEIVE US!
WE DON'T NEED THEM! LET BROTHER FALCON DESTROY THE OUTSIDERS!
OUR NUMBERS GIVE US POWER! TAKE THEM!! SUBJECT THEM TO SHOCK TREATMENT!!
SUDDENLY, A NEW AND MORE DANGEROUS ELEMENT IS ADDED TO THIS VOLATILE SITUATION!
YEOW! LOOK OUT, BROTHERS! IT'S A FLAME ATTACK!
SSSSSS
THERE'S THE SOURCE!! A MONSTER FROM ONE OF THE NEIGHBORING PLANETOIDS!
HE MUST BE ONE OF THOUSANDS NATIVE TO THIS DIMENSION! IT IS THEY WHO LOOK UPON US AS OUTSIDERS!!

FOR ONE TENSE AND FEARFUL MOMENT, THE MONSTER PAUSES TO GLARE HATEFULLY AT THE HUMANS. THEN, HE LAUNCHES HIMSELF AT THE ENEMY ALIENS!
RROARR!!
HE COMES, BROTHERS! WE MUST ACT TO DEFEND OUR LIVES!
WE'RE NO MATCH FOR HIM! ONLY THE FALCON CAN STOP HIM!!
SO THAT'S WHY THESE PEOPLE "RECRUITED" THE FALCON!--TO GUARD THEM AGAINST THE CREATURES OF THIS DIMENSION!
LAND O' GOSHEN! THERE'S A CHORE!
AT THAT INSTANT--!
COOL IT, BROTHERS! I'LL PUT OUT HIS FIRE!
SMITE HIM! TEACH HIM TO FEAR OUR PRESENCE FOR ALL TIME!!
--RRFF!!!
KRAK!!
THE FALCON STRIKES WITH TERRIBLE IMPACT! HE STAGGERS THE POWERFUL CREATURE!!
POW! SMASH!! WHAAAM!
WAIT! WAIT! DON'T RUN OFF! WE'VE GOT MORE TROUBLE YONDER!
HANG ON, FALCON! YOU MAY NEED A HELPING HAND!

'PEARS LIKE THEM FLOATIN' PLANETOIDS ARE BEGINNIN' TUH RAIN VARMINTS ON US!
RRRR!
WE'UNS MAY HAVE A WAR ON OUR HANDS!
POW
LET'S HOPE NOT, TEXAS JACK!

OUR VARMINT SEEMS TO BE SHRUGGING OFF YOUR RAIN OF BULLETS! WE'LL SEE IF HE'S READY FOR THIS!


KAANNG!

CAP'S MIGHTY HEAVE TAKES ITS TOLL! THE MONSTER IS STUNNED BY THE BLOW!
HE'S DOWN FOR A SHORT COUNT! WE'VE GOT TO PREPARE FOR A NEW ASSAULT!
THE DAY OF WOE IS UPON US!

OUR PEOPLE HAVE BEEN EXPECTING THIS DIRE EVENT!! THE MONSTERS AMONG THE PLANETOIDS WILL SOON BE HERE, IN A MASS ATTEMPT TO SWEEP US FROM THE DOMAIN THEY'VE OCCUPIED FOR UNTOLD CENTURIES!
THET KIND O' THING'S NOT NEW TUH TEXANS, BROTHER! SHUCKS! THET'S HOW WE GOT STARTED AS A STATE!
BUT NOT WITHOUT HEAVY LOSSES TEXAS JACK!

THIS IS NOT THE ALAMO, AND AN ARMY OF THOSE MONSTERS CAN THROW MORE FIRE THAN SANTA ANA EVER COULD!
WAAL, AH'M READY TUH FRY BEFORE AH'M MADE TUH RUN!!

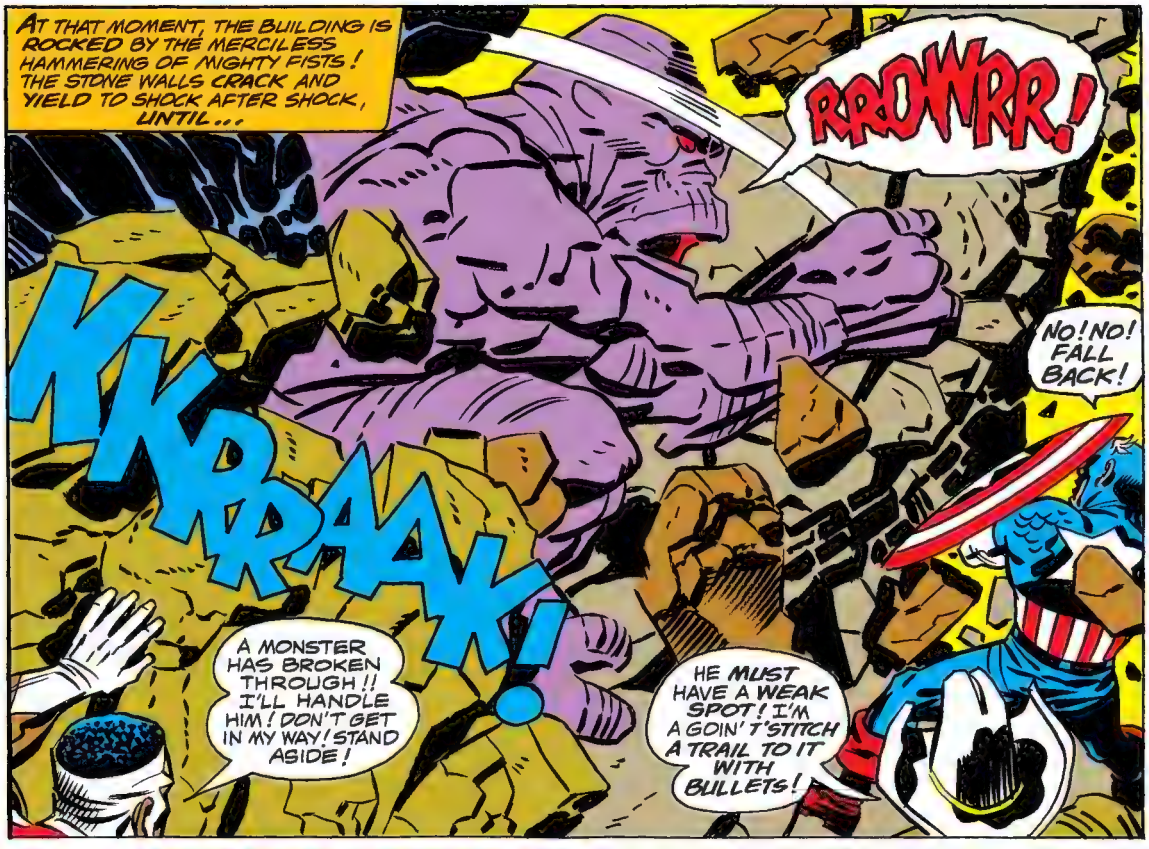
MEANWHILE, AMONG THE ORBITING PLANETOIDS, A STRANGE, SILENT COMMUNICATION BETWEEN THEIR MONSTROUS INHABITANTS HAS BEEN TAKING PLACE. ONE BY ONE THEY LEAVE THEIR CRAGGY WORLDS AND PUSH OFF INTO SPACE...
THE MONSTERS SOON JOIN EACH OTHER IN SPACE FLIGHT... PAIRS BECOME TRIOS, AND CLUSTERS BECOME GROUPS. THE ARMORED BODIES THAT DEFY THE VACUUM OF SPACE, BEAR MINDS WHICH BLAZE WITH ONE THOUGHT--
"DESTROY THE STRANGERS IN OUR MIDST!"
THE CODE OF SURVIVAL IS THE SAME IN ANY DIMENSION. THOSE WHO CHALLENGE THE MASTERS OF THIS TURF MUST GO! IF THE INTRUDERS CHOOSE TO RESIST--THEN BATTLE MUST DECIDE THE ISSUE FOR BOTH SIDES!

AHEAD, LIES THE BONE OF CONTENTION--THE PLANETOID WHICH HARBORS A BAND OF ALIENS WHO HAVE APPEARED FROM NO-WHERE !! THEY MUST NOT BE ALLOWED TO GROW AND MULTIPLY!! THEY MUST BE CRUSHED TO THE VERY LAST OF THEIR NUMBER...

MEANWHILE, WITH THE HELP OF "TEXAS JACK", THE FORMER ASYLUM INMATES ARE HERDED INTO THEIR BUILDING FOR PROTECTIVE COVER.
DON'T PANIC 'N' DON'T WASTE TIME, FOLKS! JEST GIT INSIDE AS CALM AS YUH PLEASE!
THE MONSTERS ARE COMING!!
I-I'M NOT CALM! WHO CAN BE CALM?
HURRY, BROTHERS! HURRY!

CAP HAS MANAGED TO MAKE THE NEW TURN OF EVENTS CLEAR TO THE FALCON. BOTH SUPER-HEROES DISENGAGE FROM THEIR INDIVIDUAL BATTLES, TO PREPARE FOR THE LARGER ONE...
WE CAN'T HOLD OFF AN ARMY OUT HERE, FALCON! THE BUILDING IS OUR ONLY CHANCE TO MAKE A STAND!
I'LL DO WHATEVER IT TAKES TO PROTECT THE PEOPLE!

THE TWO REACH COVER WITH MERE SECONDS TO SPARE! A DEADLY BURST OF FLAME FOLLOWS HARD UPON THEIR ENTRANCE TO SAFETY!!
SSSSSS!
EASY, MAN! DON'T HAUL ME IN LIKE A SACK OF FLOUR!
I'D HATE TO SEE THOSE CLASSY WINGS SCORCHED TO A CRISP!
IT'S ACTION, NOT JAWIN' THET'LL GIT US OUT O' THE PRESSURE COOKER, FELLERS!

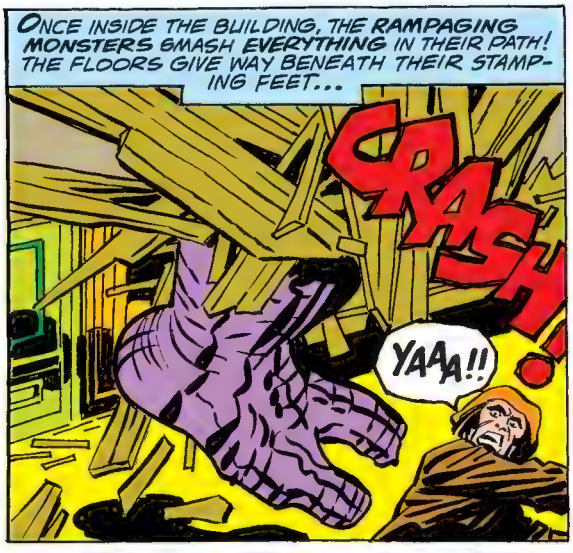

AT THAT MOMENT, THE BUILDING IS ROCKED BY THE MERCILESS HAMMERING OF MIGHTY FISTS! THE STONE WALLS CRACK AND YIELD TO SHOCK AFTER SHOCK, UNTIL...
RROWRR!
KKRRAAK!
NO! NO! FALL BACK!
A MONSTER HAS BROKEN THROUGH!! I'LL HANDLE HIM! DON'T GET IN MY WAY! STAND ASIDE!
HE MUST HAVE A WEAK SPOT! I'M A GOIN' T'STITCH A TRAIL TO IT WITH BULLETS!

BAMBAMBAM!!
DON'T BE A FOOL! IT'S USELESS TO FIGHT HIM HERE! HE'LL PULL THIS PLACE DOWN AND WRAP IT AROUND OUR EARS!
AH'LL FOLLA YUH... BUT AH AIM TUH HIT THET WEAK SPOT!

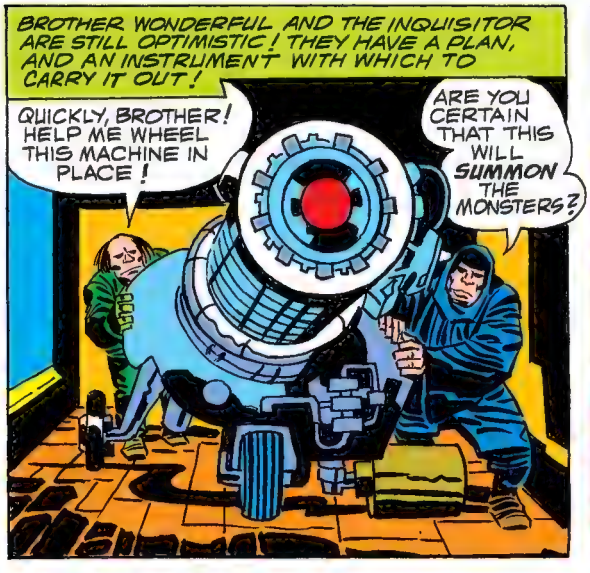
THE RETREAT IS TAKEN. BUT "TEXAS JACK" KEEPS FIRING!
POW! POW!
BLASTED CRITTER! HE'S BULLET-PROOF TO HIS TOES!
KEEP MOVING, TEXAS JACK! WE'LL FIND OTHER MEANS OF STOPPING THEM!
THERE IS SISTER SWEET! I'LL LOOK TO HER SAFETY!

BUT THE POUNDING CONTINUES EVERYWHERE! THE ARMY OF MONSTERS HAS ARRIVED IN FORCE TO WREAK HAVOC UPON THE SHELTER OF THEIR ENEMIES...

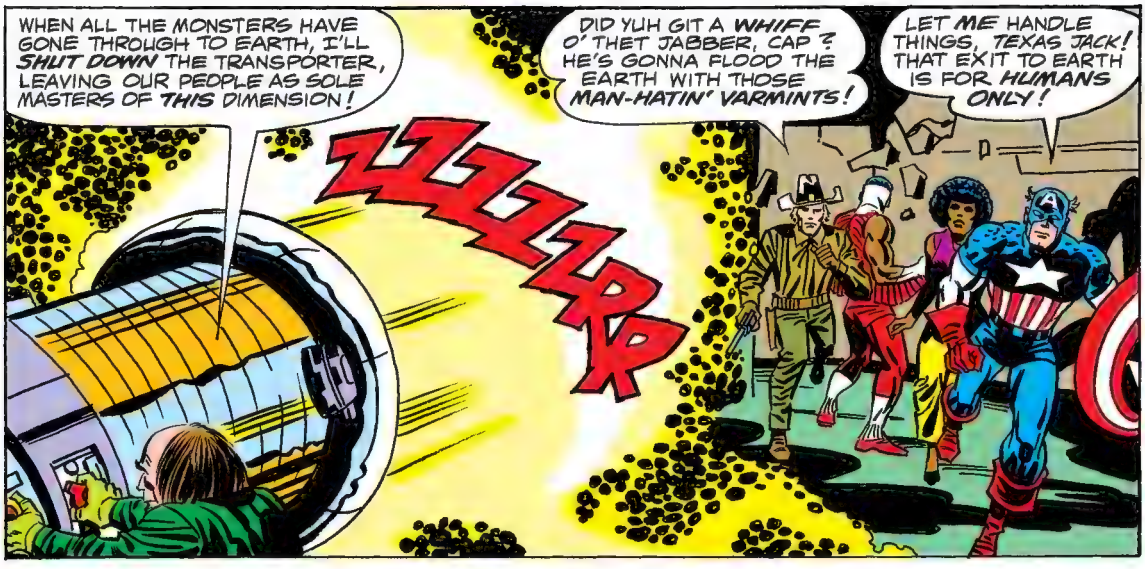
STONE AND TIMBER ARE SAVAGELY TORN AWAY! THE DEFENDING HUMANS RESIST THE ASSAULT WITH LITTLE SUCCESS. THEIR CHANCES DWINDLE IN THE FACE OF OVERWHELMING ODDS!!
W-WE CAN'T HOLD THEM!
RUN! RUN!

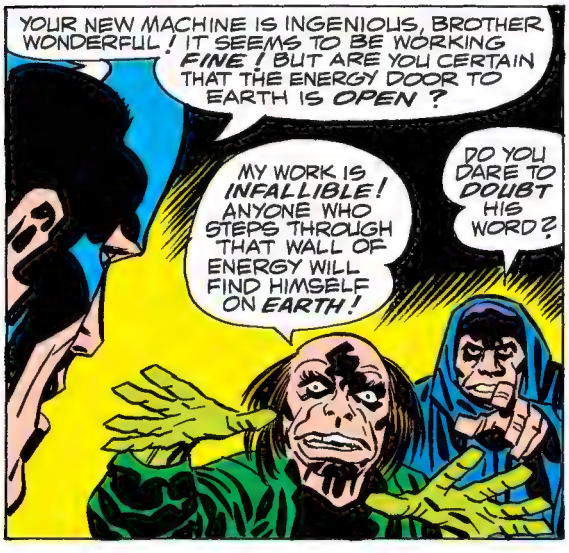

ONCE INSIDE THE BUILDING, THE RAMPAGING MONSTERS SMASH EVERYTHING IN THEIR PATH! THE FLOORS GIVE WAY BENEATH THEIR STAMPING FEET...
CRASH
YAAA!!

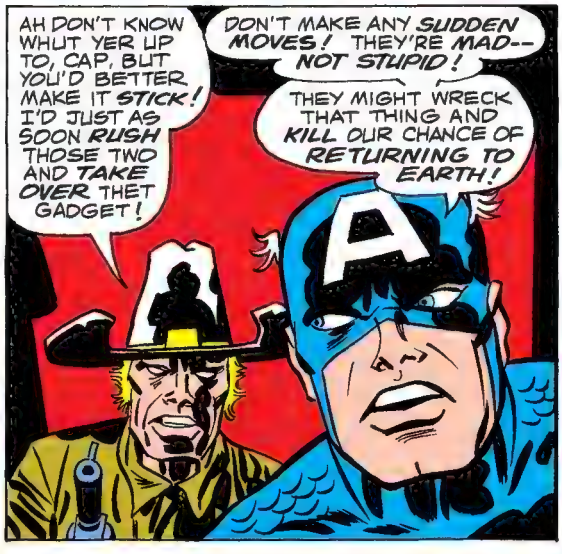
THE FALSE SECURITY IN WHICH THE INMATES LIVED CRUMBLES RAPIDLY. THEIR PITIFUL CRIES SIGNAL AN END TO THE HUMAN'S EFFORT TO COLONIZE ANOTHER WORLD.

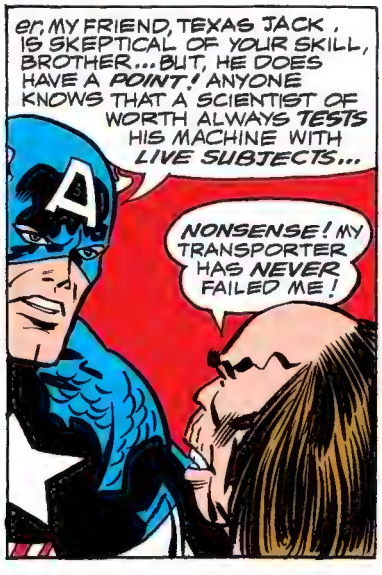

BROTHER WONDERFUL AND THE INQUISITOR ARE STILL OPTIMISTIC! THEY HAVE A PLAN, AND AN INSTRUMENT WITH WHICH TO CARRY IT OUT!
QUICKLY, BROTHER! HELP ME WHEEL THIS MACHINE IN PLACE!
ARE YOU CERTAIN THAT THIS WILL SUMMON THE MONSTERS?

YES! THIS "DIMENSIONAL TRANSPORTER" IS EQUIPPED WITH A SONIC DEVICE WHICH CAN PRODUCE A HOMING SOUND IRRESISTIBLE TO THE MONSTERS! THEIR OWN INSTINCTS WILL FORCE THEM TO LEAP THROUGH THE TRANSPORTER--TO EARTH!


WHEN ALL THE MONSTERS HAVE GONE THROUGH TO EARTH, I'LL SHUT DOWN THE TRANSPORTER, LEAVING OUR PEOPLE AS SOLE MASTERS OF THIS DIMENSION!
DID YUH GIT A WHIFF O' THET JABBER, CAP? HE'S GONNA FLOOD THE EARTH WITH THOSE MAN-HATIN' VARMINTS!
LET ME HANDLE THINGS, TEXAS JACK! THAT EXIT TO EARTH IS FOR HUMANS ONLY!
LLLRR


YOUR NEW MACHINE IS INGENIOUS, BROTHER WONDERFUL! IT SEEMS TO BE WORKING FINE! BUT ARE YOU CERTAIN THAT THE ENERGY DOOR TO EARTH IS OPEN?
MY WORK IS INFALLIBLE! ANYONE WHO STEPS THROUGH THAT WALL OF ENERGY WILL FIND HIMSELF ON EARTH!
DO YOU DARE TO DOUBT HIS WORD?


AH DON'T KNOW WHUT YER UP TO, CAP, BUT YOU'D BETTER MAKE IT STICK! I'D JUST AS SOON RUSH THOSE TWO AND TAKE OVER THET GADGET!
DON'T MAKE ANY SUDDEN MOVES! THEY'RE MAD--NOT STUPID!
THEY MIGHT WRECK THAT THING AND KILL OUR CHANCE OF RETURNING TO EARTH!


er, MY FRIEND, TEXAS JACK, IS SKEPTICAL OF YOUR SKILL, BROTHER... BUT, HE DOES HAVE A POINT! ANYONE KNOWS THAT A SCIENTIST OF WORTH ALWAYS TESTS HIS MACHINE WITH LIVE SUBJECTS...
NONSENSE! MY TRANSPORTER HAS NEVER FAILED ME!

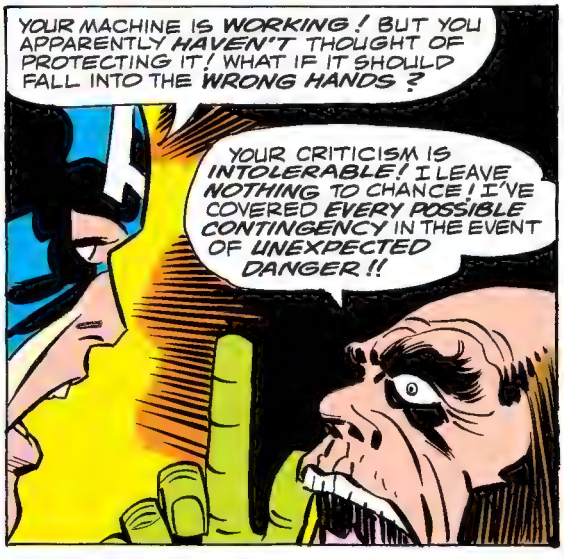
BUT THIS IS A NEW MODEL! HOW CAN YOU POSSIBLY SAY THAT IT'S WORKING--IF YOU DON'T REALLY KNOW!!?
WELL, I-I SUPPOSE THERE'S STILL TIME FOR A QUICK TEST!!

THEN, I PROPOSE THAT YOU USE BROTHER FALCON AND SISTER SWEET AS HANDY SUBJECTS FOR YOUR TEST!
W-WE'LL GO--IF IT'S THE BROTHER'S WISH!

IT'S HIS WISH! GO! GO!!--AND DON'T RETURN UNLESS YOU'RE ORDERED TO!
WE SHALL CARRY OUT THE BROTHER'S WISH!

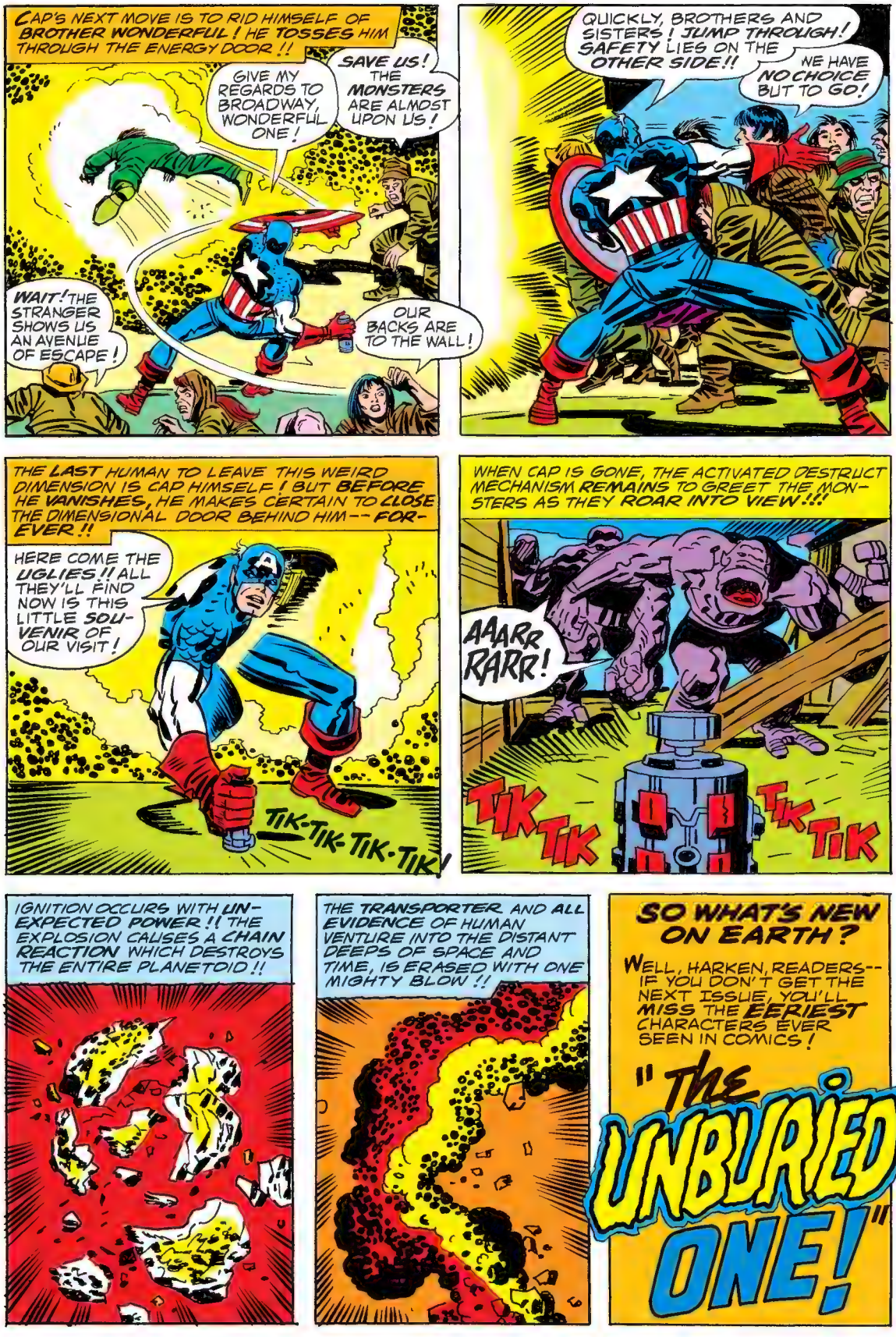
THEY'VE GONE THROUGH TO EARTH, TEXAS JACK! YOU'RE NEXT! DON'T ARGUE! JUST TAKE THE JUMP--AND MY THANKS FOR YOUR HELP!
DON'T CON ME, BOY! IF'N YOU DON'T FOLLA ME, I'LL BE BACK!-- GOOD LUCK TO YUH!

"TEXAS JACK" PLUNGES THROUGH THE ENERGY DOOR BEFORE BROTHER WONDERFUL CAN PROTEST.
WHAT'S THE MEANING OF THIS!?
NO HARM IN USING A BACK UP SUBJECT TO INSURE SUCCESS, BROTHER!


YOUR MACHINE IS WORKING! BUT YOU APPARENTLY HAVEN'T THOUGHT OF PROTECTING IT! WHAT IF IT SHOULD FALL INTO THE WRONG HANDS?
YOUR CRITICISM IS INTOLERABLE! I LEAVE NOTHING TO CHANCE! I'VE COVERED EVERY POSSIBLE CONTINGENCY IN THE EVENT OF UNEXPECTED DANGER!!

THIS "DESTRUCT MECHANISM" IS ALWAYS ON MY PERSON! IF I WERE TO PRESS THIS KNOB, THE TRANSPORTER WOULD BLOW ITSELF TO PIECES!
PERFECT!! THAT'S JUST PERFECT!!
ENOUGH! TIME HAS RUN OUT! I CAN HEAR THE MONSTERS APPROACH!

CAP, SUDDENLY STRIKES LIKE A COBRA! IN THE SCUFFLE THAT FOLLOWS, THINGS HAPPEN FAST!
AAAAA!
YOU'VE PUSHED ME THROUGH THE ENERGY DOOR!
GOODBYE, INQUISITOR! I'VE GOT WHAT I WANTED-- THE DESTRUCT GADGET!
YOU--YOU BETRAYED US!


CAP'S NEXT MOVE IS TO RID HIMSELF OF BROTHER WONDERFUL! HE TOSSES HIM THROUGH THE ENERGY DOOR!!
GIVE MY REGARDS TO BROADWAY, WONDERFUL ONE!
SAVE US! THE MONSTERS ARE ALMOST UPON US!
WAIT! THE STRANGER SHOWS US AN AVENUE OF ESCAPE!
OUR BACKS ARE TO THE WALL!
QUICKLY, BROTHERS AND SISTERS! JUMP THROUGH! SAFETY LIES ON THE OTHER SIDE!!
WE HAVE NO CHOICE BUT TO GO!
THE LAST HUMAN TO LEAVE THIS WEIRD DIMENSION IS CAP HIMSELF! BUT BEFORE HE VANISHES, HE MAKES CERTAIN TO CLOSE THE DIMENSIONAL DOOR BEHIND HIM -- FOREVER!!
HERE COME THE UGLIES!! ALL THEY'LL FIND NOW IS THIS LITTLE SOUVENIR OF OUR VISIT!
TIK-TIK-TIK-TIK!
WHEN CAP IS GONE, THE ACTIVATED DESTRUCT MECHANISM REMAINS TO GREET THE MONSTERS AS THEY ROAR INTO VIEW!!!
AAARR RARR!
TIK TIK
TIK TIK
IGNITION OCCURS WITH UNEXPECTED POWER!! THE EXPLOSION CAUSES A CHAIN REACTION WHICH DESTROYS THE ENTIRE PLANETOID!!
THE TRANSPORTER AND ALL EVIDENCE OF HUMAN VENTURE INTO THE DISTANT DEEPS OF SPACE AND TIME, IS ERASED WITH ONE MIGHTY BLOW!!
SO WHAT'S NEW ON EARTH?
WELL, HARKEN, READERS -- IF YOU DON'T GET THE NEXT ISSUE, YOU'LL MISS THE EERIEST CHARACTERS EVER SEEN IN COMICS!
"THE UNBURIED ONE!"

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02453
CAPTAIN AMERICA™
AND
THE FALCON™
AGRON WALKS THE EARTH--
--AND WITH EACH STEP I TAKE, I GROW STRONGER!
CRUSHED BY THE UNLIVING ENEMY!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

EDITED, WRITTEN AND DRAWN BY **JACK KIRBY** / INKS F. GIACOIA / LETTERS GASPAR / COLORS J. COHEN / CONSULTING EDITOR ARCHIE GOODWIN

SHIELD'S PSYCHIATRIC SECTION HOUSES STRANGE MENTAL CASES WITH HISTORIES RELATED TO ACTIVITIES WHICH COULD BRING CHAOS TO AN ORDERLY SOCIETY. IN PURSUIT OF AN ENTIRE BAND OF SUCH PEOPLE, CAPTAIN AMERICA HAS SEEN TWO OF HIS FRIENDS BECOME CASUALTIES IN THE CHASE!

THE FALCON AND HIS GIRL, LEILA, ARE NOT DEAD--BUT CHANGED! AS SHIELD, DOCTORS AND CAP ATTEMPT TO RESTORE THEM TO THEIR FORMER SELVES, WITNESS NOW, THE MOST SHOCKING, TERRIFYING, HAIR-RAISING INCIDENT EVER UNFOLDED--THE STORY OF...

"THE UNBURIED ONE!"

THOSE TWO ARE THE LEADERS OF THAT MENTALLY UNSTABLE CROWD I TRACKED DOWN, DOCTOR HARTMAN. THEY SUBJECTED THE FALCON AND LEILA TO SHOCK TREATMENT!
I MUST LEARN MORE OF THE METHOD THEY USED!
NONSENSE! BROTHER FALCON IS ONE OF US NOW!
IF OUR TREATMENT IS UNDONE, WE WILL LOSE HIM! HE WILL BECOME A STRANGER AMONG US!
YOU WILL COOPERATE, WON'T YOU, BROTHERS!?

WAIT! THE FALCON HAS ALREADY BEEN REMOVED FROM OUR RANKS! IT MUST BE HIS DOING!! WE KNOW HIM WELL!! IT IS BECAUSE OF HIM THAT WE'VE BEEN BROUGHT TO THIS PLACE!!
I-IT HAD TO BE DONE, BROTHER. THEY WILL HELP YOU HERE!
OF COURSE, OF COURSE!

DECEIVER! OUTSIDER! YOU CAME AMONG US AND CAUSED HAVOC TO REIGN!! FOR SHAME!!
YES, YES, I KNOW... I-I'M SORRY ABOUT THAT!
SHOCK TREATMENT WOULD HAVE HELPED YOU TOO! BUT NO, YOU WOULDN'T HAVE IT OUR WAY!

AT THAT MOMENT TWO BURLY, MALE NURSES INTERVENE...
THE BROTHERS ARE ANGRY RIGHT NOW, BUT I'M SURE WE CAN TALK AGAIN, WHEN THEY'VE CALMED DOWN.
COME ALONG, BROTHER. IT'S TIME FOR DINNER.
THE FOOD IS GOOD HERE!! BUT I SENSE IT'S PART OF A PLOT TO DISRUPT US!
HOW CAN YOU SAY THAT, BROTHER!? WE'VE BEEN HAVING A GREAT TIME!

WHEN DOCTOR HARTMAN AND CAP ARE ALONE...
IT WILL BE ROUGH GOING FOR A WHILE, CAP, BUT ONCE I LEARN WHAT WAS DONE TO THE FALCON AND LEILA, I'M CERTAIN IT CAN BE UNDONE!
KEEP AT IT, DOC. THE WORLD SORELY NEEDS THE FALCON AND LEILA!

I WOULDN'T PUT THEIR CASES IN THE "DIFFICULT" CLASS. I CAN SHOW YOU ONE IN PARTICULAR THAT WOULD FRIGHTEN AN EXORCIST!
HE COULDN'T BE CREEPIER OR MORE DANGEROUS THAN THAT MOTLEY BAND OF BROTHERS.

DOCTOR HARTMAN LEADS CAP TO AN ISOLATION WARD AND STOPS AT THE DOOR OF ONE OF THE INMATES...
HERE IS A MAN WHOSE CASE IS SO INCREDIBLE THAT IT WAS TRANSFERRED TO SHIELD FOR ANALYSIS.
COME NOW, DOC! YOU CAN'T BE HINTING AT "DEMON POSSESSION!"
HE'S WITHOUT PULSE OR HEARTBEAT. HE BELONGS IN A GRAVE, BUT DEFIES IT...
HE LOOKS SOUND TO ME! THOUGH IT DOES SEEM LIKE HE'S HAVING DIFFICULTY WITH HIS SPEECH!

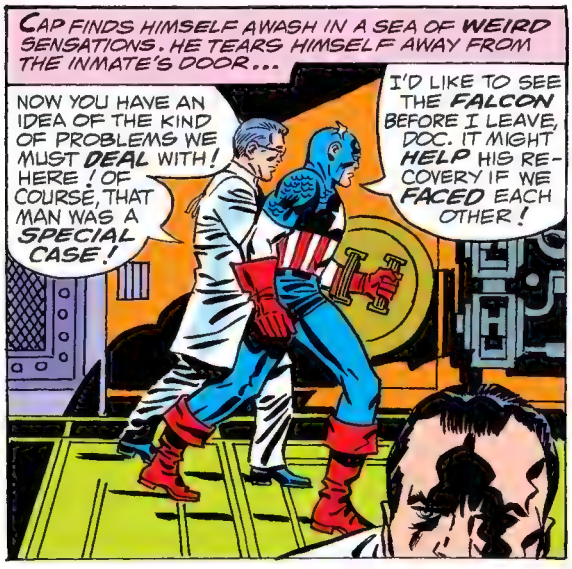
--OR, HE COULD BE ADJUSTING TO A CONCEPT WHICH IS TOTALLY ALIEN TO HIM--THE USE OF AN ORGAN LIKE THE HUMAN THROAT!
A BODY BEING USED BY AN ENTITY WHO DOESN'T HAVE ONE. IT'S JUST TOO FAR OUT, DOC!

HIS VOICE IS A BIT FAINT, BUT I THINK I CAN MAKE OUT HIS WORDS--"I--AM--AGRON!"--DO YOU KNOW WHAT HE MEANS, DOC?
HE CLAIMS TO BE SOMEONE--OR SOMETHING CALLED AGRON--A NATIVE OF EARTH'S FAR DISTANT FUTURE!!

SO HE THINKS HE'S A TIME TRAVELLER, eh? I SUPPOSE HE MUST HAVE READ ONE SCIENCE FICTION BOOK TOO MANY, POOR DUDE...
--OR HE COULD BE MAN EVOLVED TO HIS ULTIMATE FORM--PURE ENERGY, CAPABLE OF BRIDGING THE GAP OF CENTURIES!

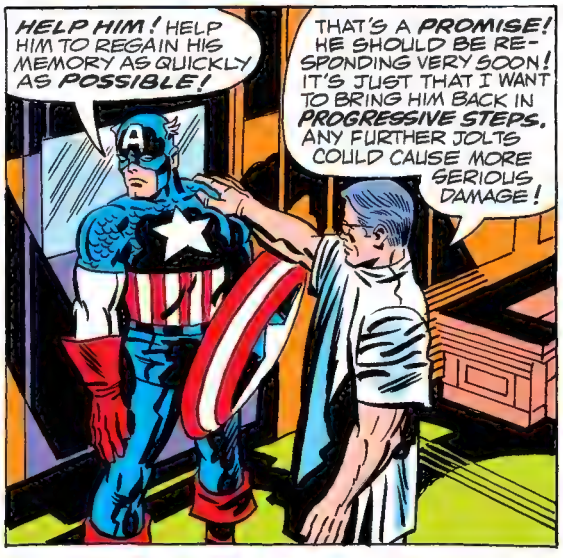
YOU CAN'T BE SERIOUS, DOC! IT'S JUST TOO FANTASTIC!
WE RULE OUT NOTHING AT SHIELD! WE WATCH AND WAIT. I CAN ONLY SAY THAT THIS ACT--IF IT IS AN ACT--IS PRETTY CONVINCING!

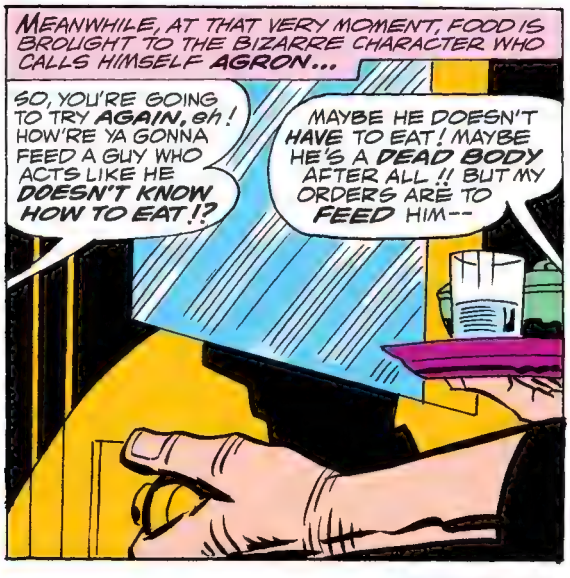
YES, PRETTY CONVINCING!
HE'S RETURNED TO HIS FORMER RESTING POSITION--AS IF HIS USE OF THE BODY HAS BEEN AN EXHAUSTING EFFORT!!
EXACTLY!! A NATURAL AND PROPER REACTION TO HIS SITUATION, IF IT WERE TRUE!


CAP FINDS HIMSELF AWASH IN A SEA OF WEIRD SENSATIONS. HE TEARS HIMSELF AWAY FROM THE INMATE'S DOOR...
NOW YOU HAVE AN IDEA OF THE KIND OF PROBLEMS WE MUST DEAL WITH! HERE! OF COURSE, THAT MAN WAS A SPECIAL CASE!
I'D LIKE TO SEE THE FALCON BEFORE I LEAVE, DOC. IT MIGHT HELP HIS RECOVERY IF WE FACED EACH OTHER!

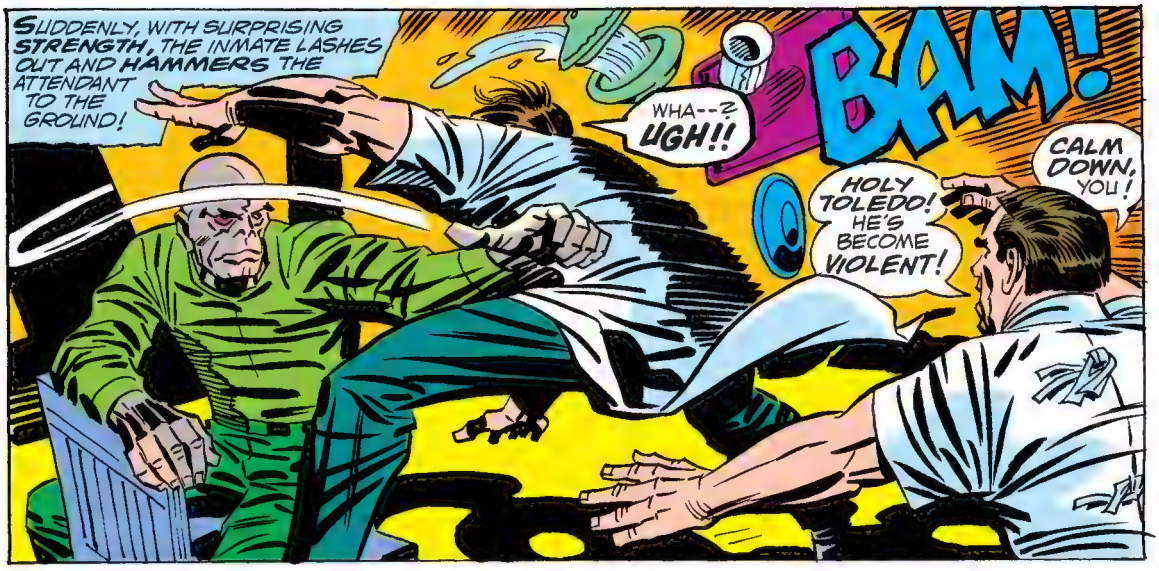
BUT, WHEN THEY REACH THE FALCON'S ROOM...
GOOD GRIEF, HARTMAN! YOU'VE HAD HIM PUT IN A STRAIGHT-JACKET! I OBJECT TO THAT!
WE HAD NO CHOICE. HE WOULDN'T PART WITH HIS COSTUME!
YOU REALIZE THE RISK INVOLVED IN THAT!

HE'D FLY THIS COOP AT THE FIRST OPPORTUNITY!
WE CAN'T LET THAT HAPPEN UNTIL WE THINK HE'S READY!
I-I STILL DON'T LIKE IT, DOC! IT'S REALLY UPSETTING TO SEE HIM THIS WAY!! HE DESERVES BETTER BREAKS THAN THIS!


HELP HIM! HELP HIM TO REGAIN HIS MEMORY AS QUICKLY AS POSSIBLE!
THAT'S A PROMISE! HE SHOULD BE RESPONDING VERY SOON! IT'S JUST THAT I WANT TO BRING HIM BACK IN PROGRESSIVE STEPS. ANY FURTHER JOLTS COULD CAUSE MORE SERIOUS DAMAGE!


MEANWHILE, AT THAT VERY MOMENT, FOOD IS BROUGHT TO THE BIZARRE CHARACTER WHO CALLS HIMSELF AGRON...
SO, YOU'RE GOING TO TRY AGAIN, eh! HOW'RE YA GONNA FEED A GUY WHO ACTS LIKE HE DOESN'T KNOW HOW TO EAT!?
MAYBE HE DOESN'T HAVE TO EAT! MAYBE HE'S A DEAD BODY AFTER ALL!! BUT MY ORDERS ARE TO FEED HIM--

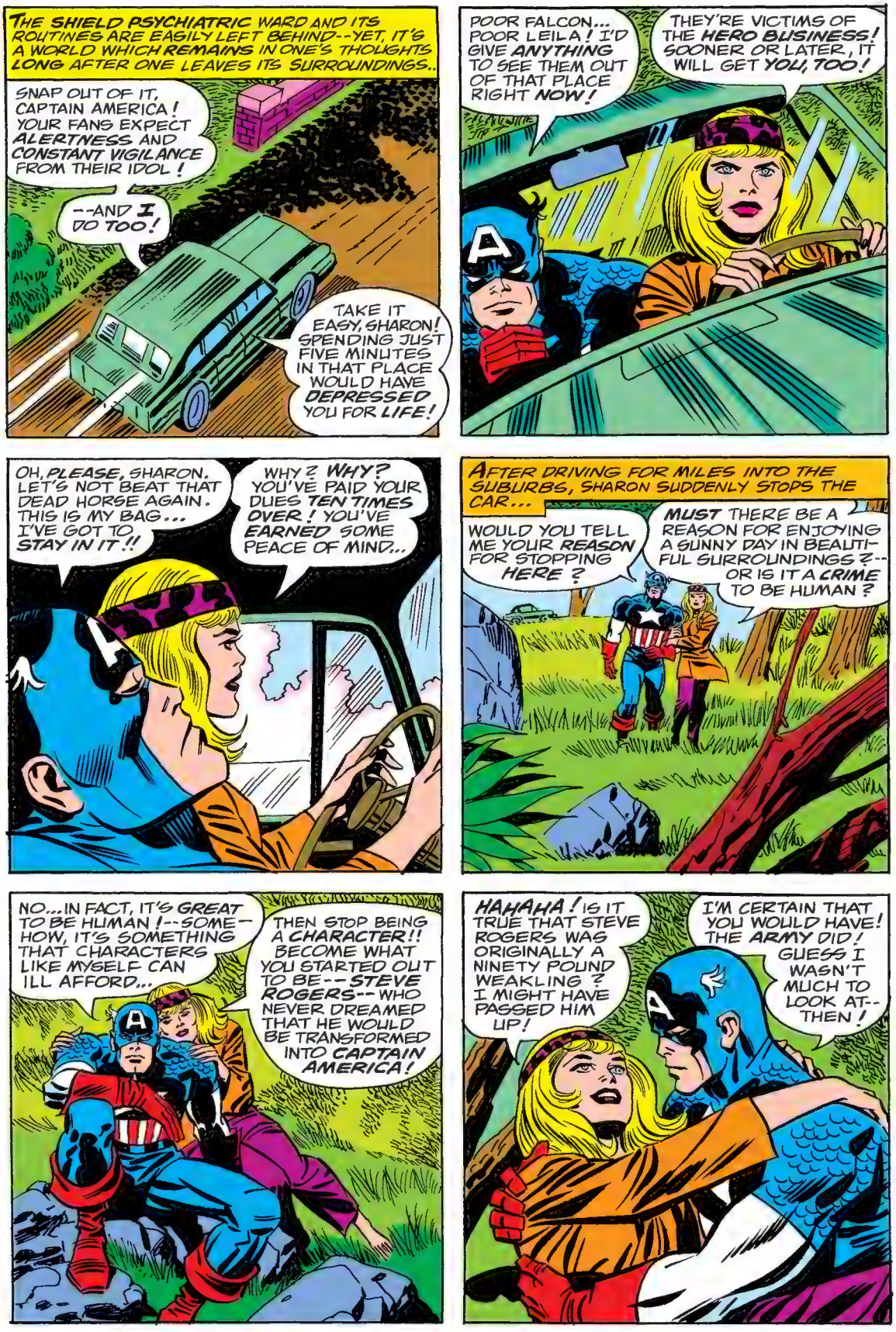
--AND THAT'S WHAT I'M GONNA DO. EVEN IF I HAVE TO RAM IT DOWN HIS GULLET!
I'LL STAND BY-- IF Y'NEED A HAND--

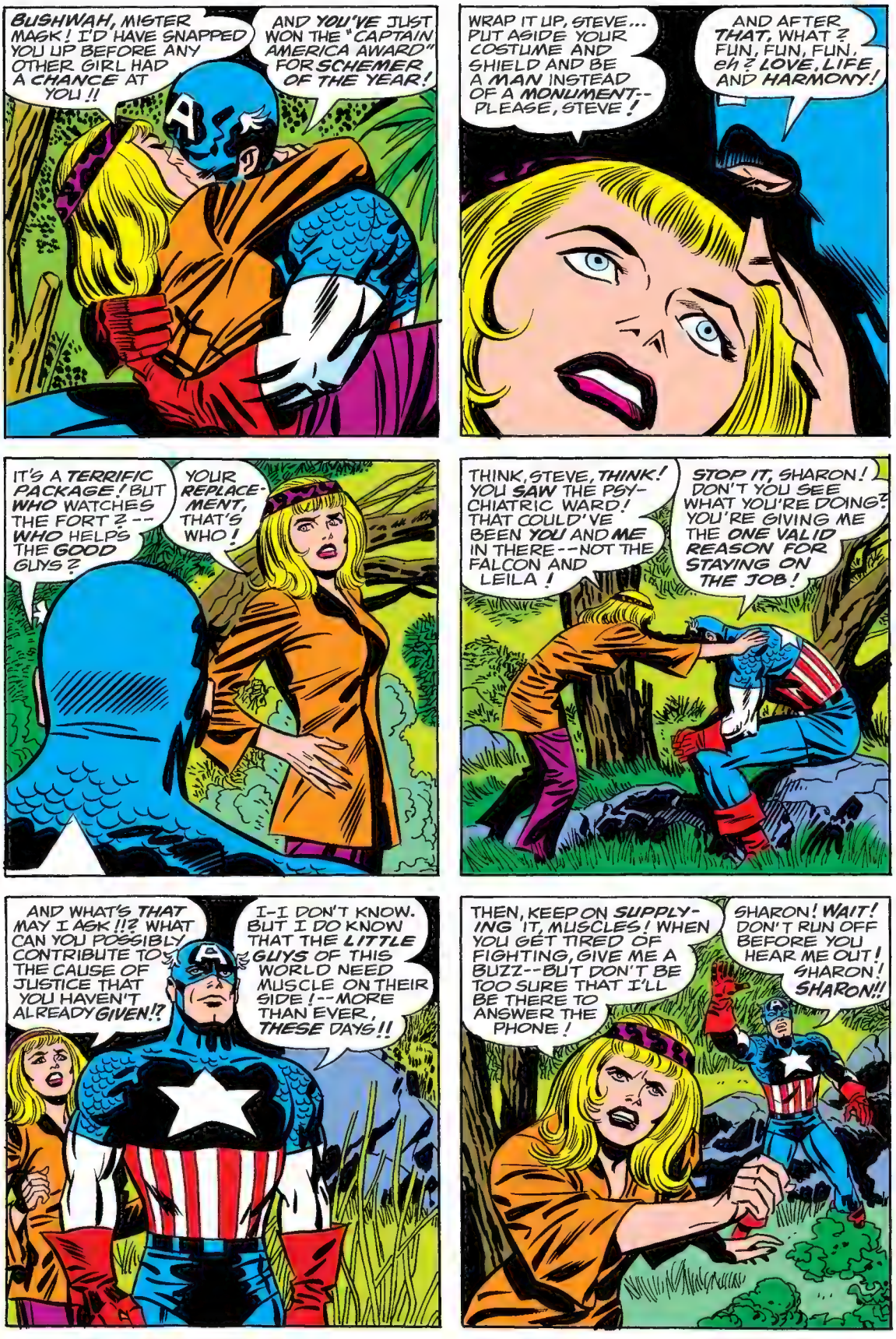

SUDDENLY, WITH SURPRISING STRENGTH, THE INMATE LASHES OUT AND HAMMERS THE ATTENDANT TO THE GROUND!
WHA--?
UGH!!
BAM!
HOLY TOLEDO! HE'S BECOME VIOLENT!
CALM DOWN, YOU!

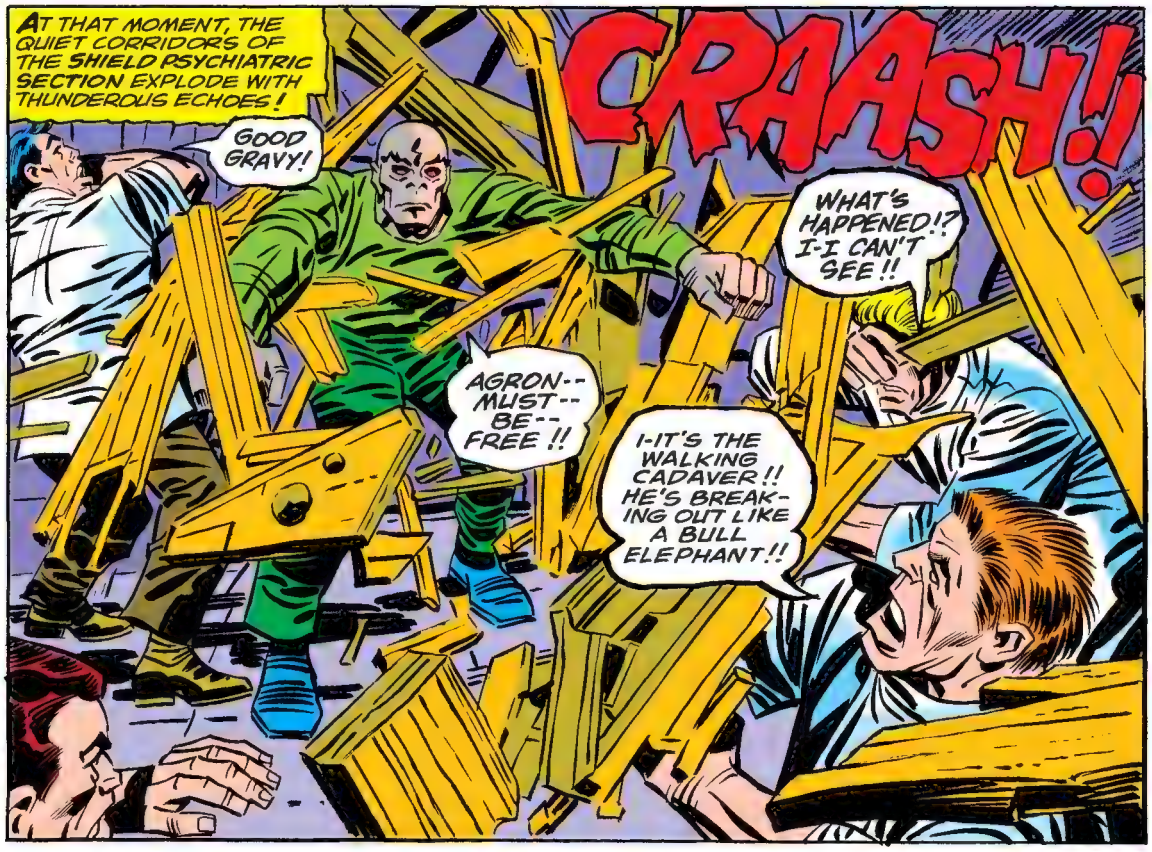
THE REMAINING ATTENDANT RUSHES FORWARD TO RESTRAIN THE INMATE BUT MEETS NO RESISTANCE...
T-THIS IS S-SCARY! I-IT'S LIKE GRABBIN' A CORPSE!! HOW D'YA RESTRAIN A CORPSE!?
I-I MUST BE GOIN' BANANAS MYSELF!

ONCE MORE, THERE IS MOVEMENT!-- SWIFT AND SAVAGE!! AN ARM WITH A LIFE OF ITS OWN, HOOKS A SECURE HOLD ON ITS PREY--!!
HE'S GOT ME! NO! NO!! AAAAAGHHH!!

AND WITH A FEROCITY PREVIOUSLY ABSENT FROM HIS BEHAVIOR, THE INMATE, SPARKS THE MOST TERRIFYING INCIDENT IN SHIELD'S HISTORY!!
STOP HIM!! STOP HIM!! YAHHAA!!

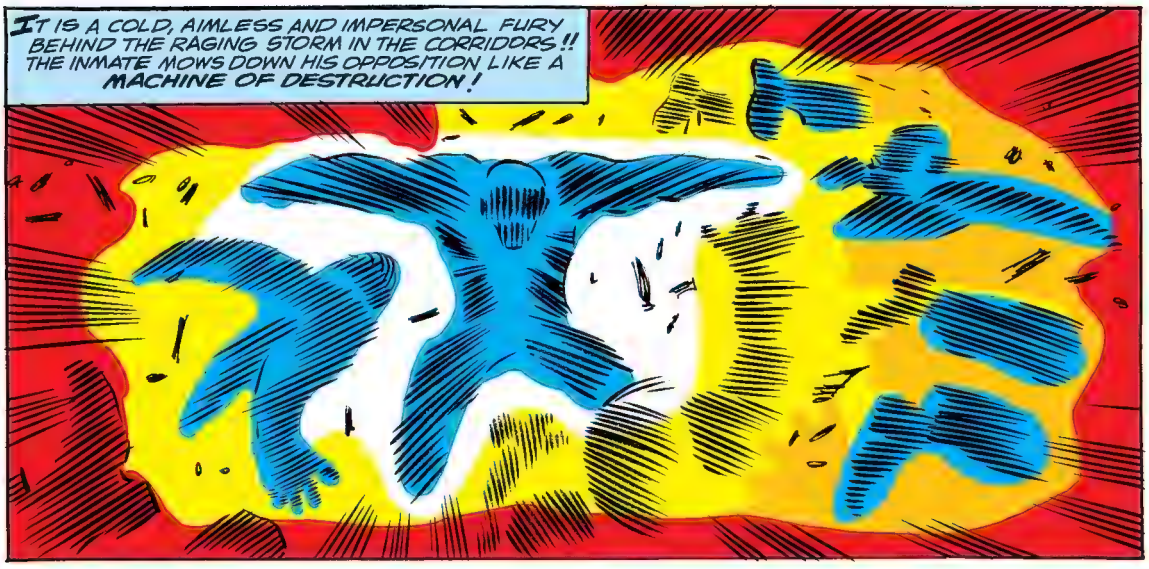

THE SHIELD PSYCHIATRIC WARD AND ITS ROUTINES ARE EASILY LEFT BEHIND--YET, IT'S A WORLD WHICH REMAINS IN ONE'S THOUGHTS LONG AFTER ONE LEAVES ITS SURROUNDINGS..
SNAP OUT OF IT, CAPTAIN AMERICA! YOUR FANS EXPECT ALERTNESS AND CONSTANT VIGILANCE FROM THEIR IDOL!
--AND I DO TOO!
TAKE IT EASY, SHARON! SPENDING JUST FIVE MINUTES IN THAT PLACE WOULD HAVE DEPRESSED YOU FOR LIFE!
POOR FALCON... POOR LEILA! I'D GIVE ANYTHING TO SEE THEM OUT OF THAT PLACE RIGHT NOW!
THEY'RE VICTIMS OF THE HERO BUSINESS! SOONER OR LATER, IT WILL GET YOU, TOO!
OH, PLEASE, SHARON. LET'S NOT BEAT THAT DEAD HORSE AGAIN. THIS IS MY BAG... I'VE GOT TO STAY IN IT!!
WHY? WHY? YOU'VE PAID YOUR DUES TEN TIMES OVER! YOU'VE EARNED SOME PEACE OF MIND...
AFTER DRIVING FOR MILES INTO THE SUBURBS, SHARON SUDDENLY STOPS THE CAR...
WOULD YOU TELL ME YOUR REASON FOR STOPPING HERE?
MUST THERE BE A REASON FOR ENJOYING A SUNNY DAY IN BEAUTIFUL SURROUNDINGS?--OR IS IT A CRIME TO BE HUMAN?
NO...IN FACT, IT'S GREAT TO BE HUMAN!--SOMEHOW, IT'S SOMETHING THAT CHARACTERS LIKE MYSELF CAN ILL AFFORD...
THEN STOP BEING A CHARACTER!! BECOME WHAT YOU STARTED OUT TO BE--STEVE ROGERS--WHO NEVER DREAMED THAT HE WOULD BE TRANSFORMED INTO CAPTAIN AMERICA!
HAHAHA! IS IT TRUE THAT STEVE ROGERS WAS ORIGINALLY A NINETY POUND WEAKLING? I MIGHT HAVE PASSED HIM UP!
I'M CERTAIN THAT YOU WOULD HAVE! THE ARMY DID! GUESS I WASN'T MUCH TO LOOK AT--THEN!


BUSHWAH, MISTER MASK! I'D HAVE SNAPPED YOU UP BEFORE ANY OTHER GIRL HAD A CHANCE AT YOU!!
AND YOU'VE JUST WON THE "CAPTAIN AMERICA AWARD" FOR SCHEMER OF THE YEAR!
WRAP IT UP, STEVE... PUT ASIDE YOUR COSTUME AND SHIELD AND BE A MAN INSTEAD OF A MONUMENT-- PLEASE, STEVE!
AND AFTER THAT, WHAT? FUN, FUN, FUN, eh? LOVE, LIFE AND HARMONY!
IT'S A TERRIFIC PACKAGE! BUT WHO WATCHES THE FORT? -- WHO HELPS THE GOOD GUYS?
YOUR REPLACE-MENT, THAT'S WHO!
THINK, STEVE, THINK! YOU SAW THE PSY-CHIATRIC WARD! THAT COULD'VE BEEN YOU AND ME IN THERE--NOT THE FALCON AND LEILA!
STOP IT, SHARON! DON'T YOU SEE WHAT YOU'RE DOING? YOU'RE GIVING ME THE ONE VALID REASON FOR STAYING ON THE JOB!
AND WHAT'S THAT MAY I ASK!!? WHAT CAN YOU POSSIBLY CONTRIBUTE TO THE CAUSE OF JUSTICE THAT YOU HAVEN'T ALREADY GIVEN!?
I-I DON'T KNOW. BUT I DO KNOW THAT THE LITTLE GUYS OF THIS WORLD NEED MUSCLE ON THEIR SIDE!--MORE THAN EVER, THESE DAYS!!
THEN, KEEP ON SUPPLY-ING IT, MUSCLES! WHEN YOU GET TIRED OF FIGHTING, GIVE ME A BUZZ--BUT DON'T BE TOO SURE THAT I'LL BE THERE TO ANSWER THE PHONE!
SHARON! WAIT! DON'T RUN OFF BEFORE YOU HEAR ME OUT! SHARON! SHARON!!


AT THAT MOMENT, THE QUIET CORRIDORS OF THE SHIELD PSYCHIATRIC SECTION EXPLODE WITH THUNDEROUS ECHOES!
CRAASH!!
GOOD GRAVY!
WHAT'S HAPPENED!? I-I CAN'T SEE!!
AGRON--MUST--BE--FREE!!
I-IT'S THE WALKING CADAVER!! HE'S BREAKING OUT LIKE A BULL ELEPHANT!!

TIME AND AGAIN, THE SEEMINGLY DEAD ARMS REACH OUT TO SEIZE A VICTIM AND DASH HIM INTO OBLIVION!
WE CAN'T HOLD HIM! SOUND THE RED ALERT!!
AAAA!

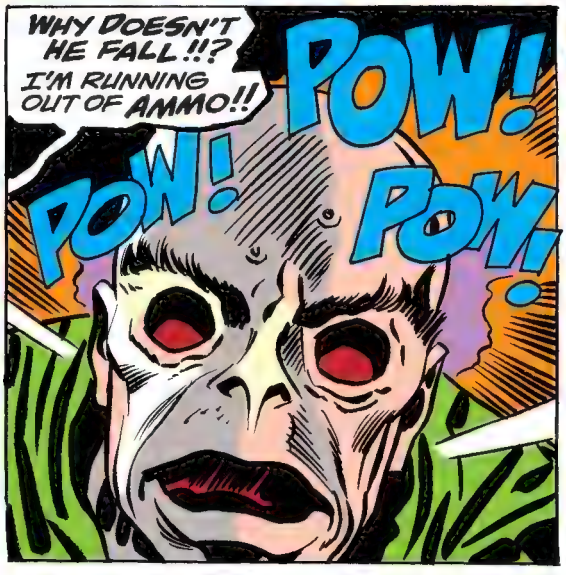
THE CORRIDORS BEGIN TO FILL WITH STRUGGLING MEN! AGRON VANISHES BENEATH HIS ASSAILANTS AND RE-APPEARS BRUSHING THEM OFF LIKE FLIES...
IT'S NO USE. WHAT'LL WE DO?
SECURITY SQUADS ARE ON THE WAY! BULLETS WILL STOP HIM!


IT IS A COLD, AIMLESS AND IMPERSONAL FURY BEHIND THE RAGING STORM IN THE CORRIDORS!! THE INMATE MOWS DOWN HIS OPPOSITION LIKE A MACHINE OF DESTRUCTION!

THE SECURITY GUARDS ARRIVE AT THE SCENE OF CARNAGE TO CONFRONT A PHENOMENON IN HUMAN FORM!!
GO BACK!
I-I CAN'T BELIEVE IT! ONE MAN COULDN'T HAVE DONE ALL THAT!
HOLD IT, FELLA! STAND WHERE YOU ARE--OR WE'LL SHOOT!!

IT IS AN ORDER SHOUTED TO GRAVEYARD PHANTOMS!! IT IS A MEANINGLESS COMMAND TO AN ALIEN WILL! THE INMATE ADVANCES!
HERE HE COMES!! CUT HIM DOWN!!
KRAK!
KRAK!

THE BULLETS STRIKE! THE INMATE IS RIDDLED WITH DEADLY FIRE! BUT HE CONTINUES ON WITH UNBROKEN STRIDE!
WE'VE FILLED HIM WITH ENOUGH LEAD TO SINK A SHIP!! HE'S DEAD!!--BUT HE DOESN'T SEEM TO KNOW IT!!
POW!
POW!
POW!

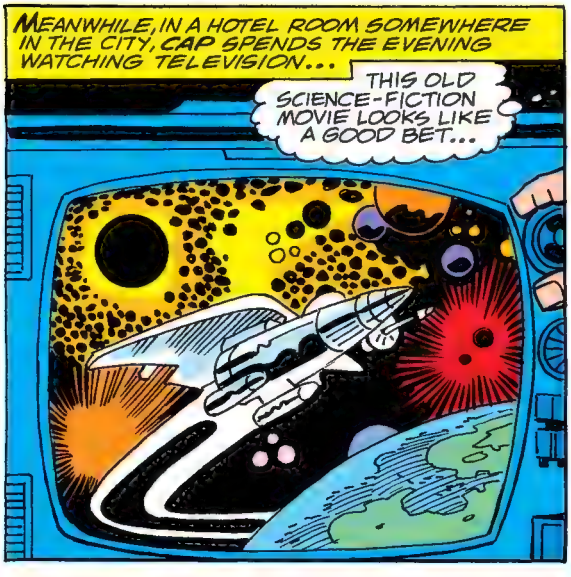

WHY DOESN'T HE FALL!!? I'M RUNNING OUT OF AMMO!!
POW!
POW!
POW!

AS THE INCREASING TENSION REACHES AN ALMOST UNBEARABLE PITCH, THE INMATE SUDDENLY FALTERS. HE TREMBLES AND JERKS LIKE A PUPPET, RELASED FROM ITS STRINGS. THEN...
H-HE'S GOING DOWN!! WE FINALLY NAILED HIM!
NO! IT WASN'T THE BULLETS THAT DID IT!! I-IT WAS SOMETHING ELSE!!

DOC HARTMAN!! MAYBE YOU CAN EXPLAIN THIS, SIR!
WE WERE FORCED TO SHOOT HIM, SIR! BUT, I'D SWEAR THAT IT WASN'T GUNFIRE THAT STOPPED HIM!!
ONE SIDE, MEN! I WANT TO EXAMINE HIM!

H-HE SUDDENLY SEEMED TO GROW TIRED, SIR. THEN, HE KINDA SLID TO THE FLOOR!
CAN IT BE THAT AGRON IS RESTING?-- GROWING STRONGER?

I-I THOUGHT I'D SEEN EVERYTHING, SIR. BUT I MUST'VE OVERLOOKED HIM!!
HAVE HIM TAKEN TO THE MORTUARY AND SECURE HIM TO THE OPERATING TABLE WITH STEEL RESTRAINTS!


MEANWHILE, IN A HOTEL ROOM SOMEWHERE IN THE CITY, CAP SPENDS THE EVENING WATCHING TELEVISION...
THIS OLD SCIENCE-FICTION MOVIE LOOKS LIKE A GOOD BET...

TIME FLOWS BY LIKE A SLUGGISH STREAM AS FABRICATED IMAGES DANCE FOR ATTENTION ON BEAMS OF LIGHT. BUT THE CONFLICTS WHICH PLAGUE THE MIND NEVER LEAVE, NEVER DIMINISH-- NEVER UNRAVEL!
SHE'LL CALL. I JUST KNOW SHE'LL CALL!

IT IS A TROUBLED NIGHT. THE KIND OF NIGHT IN WHICH THE MEDIA HAS NO MESSAGE TO GIVE, AND THE HUMAN HEART COUNTS ITS INVENTORY OF ANSWERS AND FINDS THAT NONE WILL SERVE TO EASE A WOUNDED PRIDE...
NO ARGUMENT IS ONE-SIDED! SHARON MUST LEARN TO RESPECT MY VIEWS AS WELL AS HER OWN!

AFTER ALL, ONE CAN'T EXPECT TO DOMESTICATE A BATTLE-HORSE OVERNIGHT!
HE WILL NEVER GALLOP INTO GREEN MEADOWS WITHOUT TESTING THE AIR FOR THE SCENT OF GUNPOWDER--OR LISTENING FOR THE SLY SOUNDS OF THE ENEMY!!

IF SHARON WANTS STEVE ROGERS, SHE MUST BUY CAPTAIN AMERICA TOO. SOMEHOW, THOSE TWO IDENTITIES HAVE BECOME INSEPARABLE!! THE SUPER-HERO EXPERIENCE HAS WELDED THE TWO, WITH BONES AND BLOOD AND THE SCREAMS OF THE SUFFERING!!!
SHARON ISN'T INSENSITIVE! SHE'S BOUND TO CONSIDER THIS FACT!!

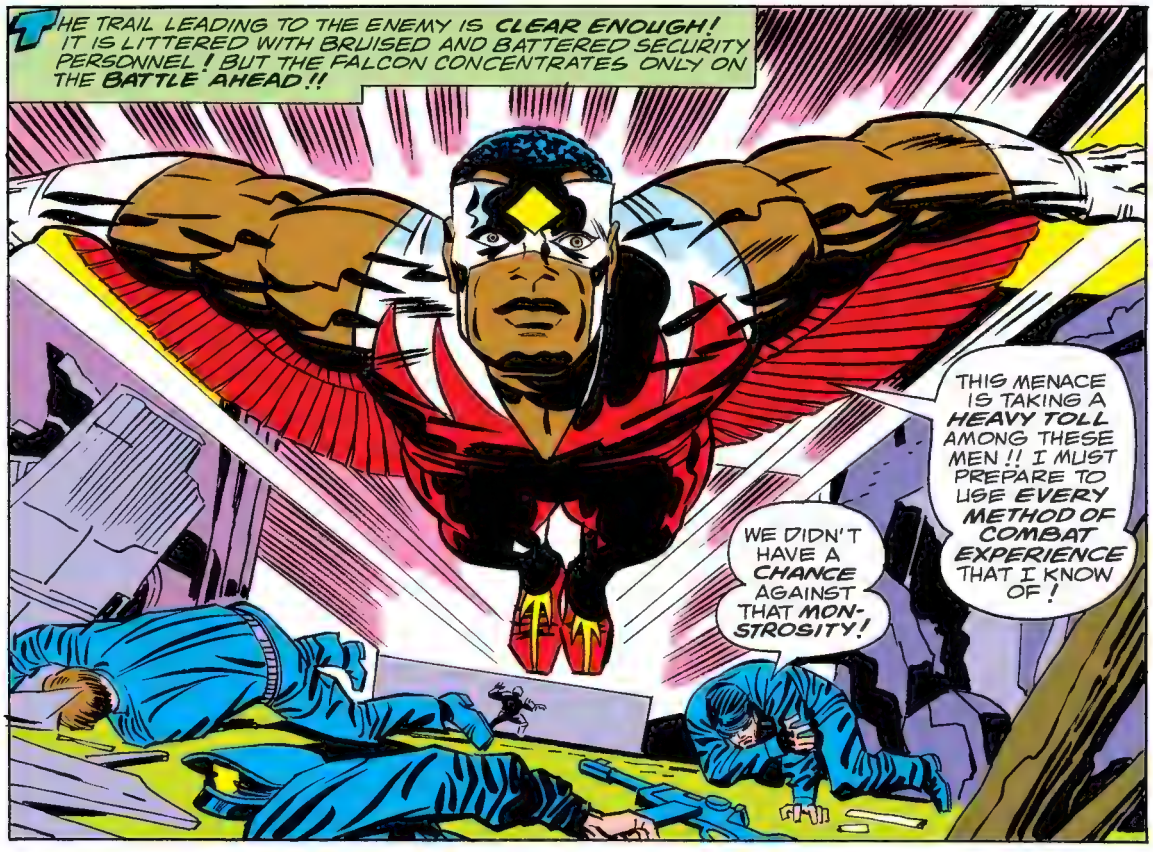
SUDDENLY, THE PHONE RINGS!! HEAVY THOUGHTS VANISH WITHOUT TRACE! AND VISIONS OF SHARON CHANGE THE DARK FACE OF THE FUTURE. CAP RUSHES TO THE PHONE...
I KNEW IT!! I KNEW SHE'D CALL, WHEN ALL THE ANGLES OF OUR PROBLEM WERE CAREFULLY ANALYZED!!
THINGS SHOULD BE MUCH EASIER TO WORK OUT NOW!
BRRIINNG!!

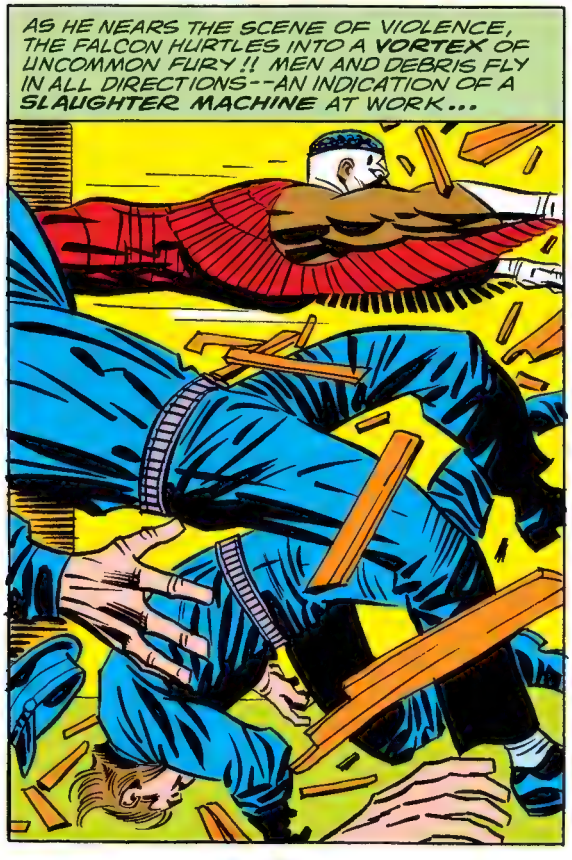
STEVE YANKS THE RECEIVER TO HIS EAR, BUT THE VOICE THAT GREETS HIM OFFERS NOTHING CLOSE TO SOLACE...
STEVE!? THIS IS DOCTOR HARTMAN! I'M SORRY TO DISTURB YOU, BUT I HAD TO MAKE THIS CALL!!
er--OH--I-IT'S YOU, DOC!! WELL, YES, I-I UNDERSTAND, BUT-- BUT--
LOOK HERE, DOC...IF THAT WEIRD PATIENT OF YOURS IS EXHIBITING STRANGE AND VIOLENT SYMPTOMS-- WELL, THAT'S MORE IN YOUR DEPARTMENT, THAN MINE!
EVEN IF HE IS WHAT YOU SUSPECT, I'M CERTAIN THAT SHIELD CAN SUPPLY AN AMPLE FORCE TO RESTRAIN HIM!
MEANWHILE, IN THE SHIELD MORTUARY...
IF THAT ZOMBIE ISN'T DEAD, I'LL EAT MY RIFLE! THEN WHY AM I STILL JUMPY?
YOU MUST COME, STEVE! I-I MAY NEED ALL THE HELP I CAN GET!!!
I'LL STAND BY, DOC! IT'S THE BEST I CAN DO RIGHT NOW! GOODNIGHT!
WH-WHY, THIS IS INCREDIBLE!! THERE'S NEVER BEEN A TIME WHEN CAPTAIN AMERICA HAS FAILED TO RESPOND TO AN EMERGENCY!!
DOCTOR HARTMAN!! LOOK!!
THAT CORPSE IS ACTIVE AGAIN! NOT ONLY THAT, BUT THERE'S SOME KIND OF EERIE FIRE-WORKS POPPING RIGHT OUT OF HIS HIDE!
WH-WHAT IS IT?? WHAT'S HAPPENING!??
IT'S ENERGY! RAW ENERGY!

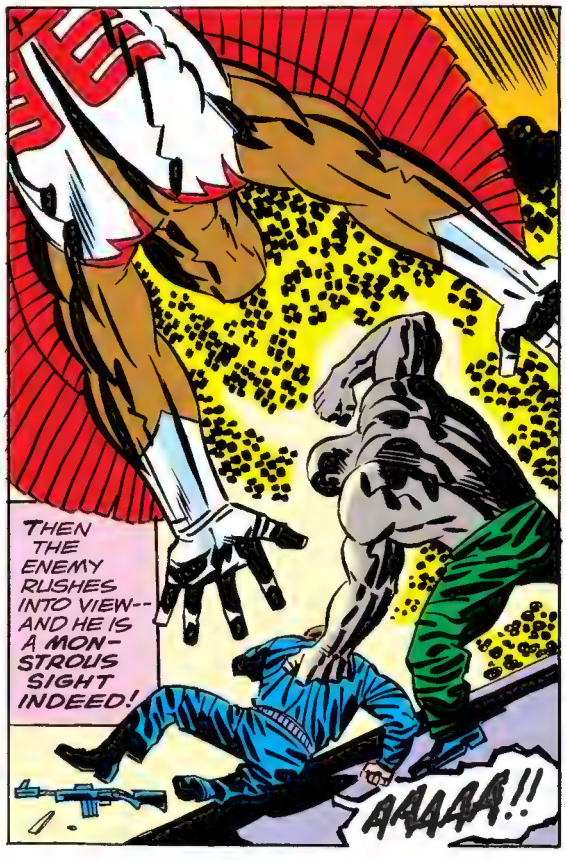
THE CREATURE WHO CALLS HIMSELF AGRON HAS GAINED FULL CONTROL OF THAT BODY!!
Y-Y'MEAN THAT TIME-TRAVELLIN' THING IS FOR REAL ???
BEFORE DOCTOR HARTMAN CAN ANSWER, THE RAPID BUILD-UP OF ENERGY RESULTS IN A BRIGHT, SEARING BLOW-UP!!!
WAAAWM!!
SOON AFTER...!
DOC! DOC! W-WHAT'S HE UP TO?
EXACTLY WHAT I FEARED MIGHT HAPPEN!! AND NOW IT'S COME TO PASS! THERE'S NO TELLING WHAT AGRON WILL DO NOW!!
IF THIS IS A SAMPLE, DOC, WE'RE GONNA NEED AN ARMY TO HANDLE THAT THING!
INTELLIGENT ENERGY, TOYING WITH THE ATOMS OF THE FLESH! IT SPELLS UNPREDICTABLE, AWESOME POWER!!
THEN, THE VAPORS CLEAR, AND DOCTOR HARTMAN SEES THE HORRIBLE REALIZATION OF HIS PREDICTION STRIKE HOME!! AGRON HAS TRANSFORMED HIS TWENTIETH CENTURY VEHICLE INTO A THING OF OVERWHELMING MIGHT!!

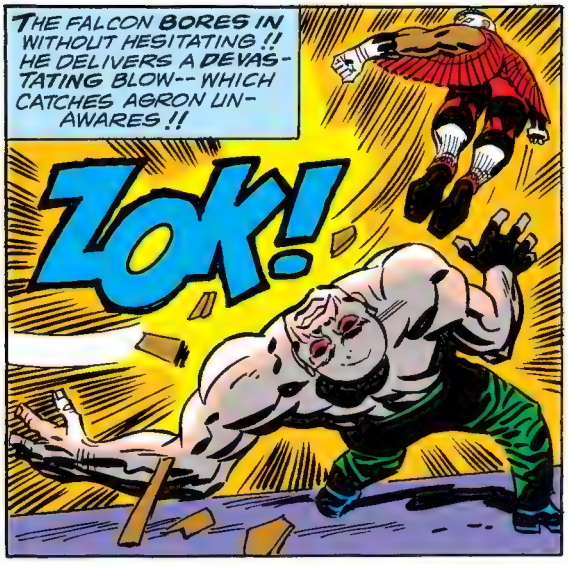
AGRON IGNORES THE WITNESSES TO HIS ASTOUNDING RESURRECTION AND PROCEEDS TO LEAVE IN HIS OWN MANNER...
HE'S TURNING TOWARD THE WALL, DOC! Y'DON'T THINK--!?
--AGRON--STRONGER--! THIS--TIME--HE--LEAVE--!
AGRON'S NEVER NEEDED A DOOR. HE DOESN'T KNOW WHAT ONE IS!!
HE'S GOING TO MAKE HIS OWN EXIT!!
K-K-KRAK!
THE WALL CRACKS! THE WALL YIELDS! BENEATH AGRON'S MASSIVE PRESSURE-- THE WALL CRUMBLES!!
LOOK OUT!
BLAAM!
CLEAR THE CORRIDORS!! THAT THING IS LOOSE AGAIN!!
W-WE CAN'T LET HIM BREAK OUT OF THE COMPLEX, DOC! HE'S A DISASTER-IN-THE MAKING! I DOUBT IF A SQUAD OF SUPERHEROES COULD STOP HIM!!
WAIT!! WE'VE GOT ONE, BY GEORGE!! WE'VE GOT A SUPER-HERO!!--ONE OF THE BEST!!
ALERT ALL SECURITY UNITS!! I'M GOING TO GET US SOME ADDED SUPPORT!!
YES, SIR! WITH LOTS OF MUSCLE AND A LITTLE LUCK--WE MAY BE ABLE TO STOP HIM!

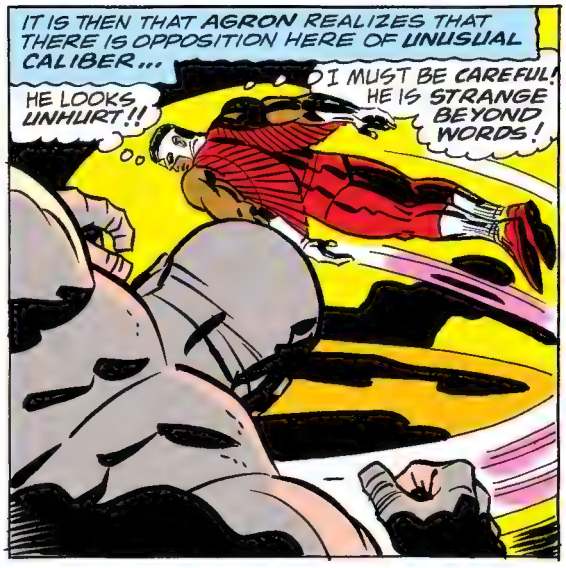
A MOMENT LATER, THE ALARM SOUNDS IN ALL SECTIONS !!
IS IT TRUE, DOCTOR HARTMAN ? IS IT THAT THING AGAIN ?
YES ! JOIN THE OTHERS ! DO WHAT YOU CAN !!
AARREEEEEEEE
THIS WAY ! LET'S GO !!
DOCTOR HARTMAN REACHES HIS MOST FAMOUS PATIENT'S DOOR AND FLINGS IT OPEN ...
BROTHER FALCON ! WE ARE SORELY IN NEED OF YOUR GREAT SKILLS !!
IF THERE IS DANGER AFOOT, I AM ONLY HONOR BOUND TO DEFEND THE BAND OF BROTHERS AND SISTERS !
SO YOU SHALL !! THEY ARE THREATENED TOO ! THE MENACE MUST NOT REACH THEM ...
THEN RELEASE ME !! PUT AN END TO THIS INDIGNITY ! WERE THE DANGER TO YOURSELF ALONE . I WOULD LEAVE YOU TO AN IGNOBLE FATE !!
FORGIVE MY IGNORANCE, BROTHER. NONE OF US ARE PERFECT !!
THE ENEMY APPROACHES FROM THAT DIRECTION ! HE IS POWERFUL AND NOT EASILY TAKEN ! BUT YOU MAY PROVE TO BE HIS NEMESIS !
WHATEVER THE ENEMY IS, HE IS ALWAYS A CHALLENGE !
STAND ASIDE !!

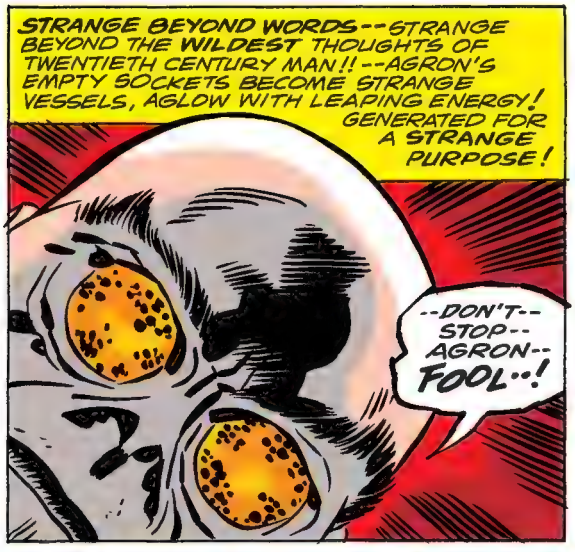

THE TRAIL LEADING TO THE ENEMY IS CLEAR ENOUGH! IT IS LITTERED WITH BRUISED AND BATTERED SECURITY PERSONNEL! BUT THE FALCON CONCENTRATES ONLY ON THE BATTLE AHEAD!!
THIS MENACE IS TAKING A HEAVY TOLL AMONG THESE MEN!! I MUST PREPARE TO USE EVERY METHOD OF COMBAT EXPERIENCE THAT I KNOW OF!
WE DIDN'T HAVE A CHANCE AGAINST THAT MONSTROSITY!

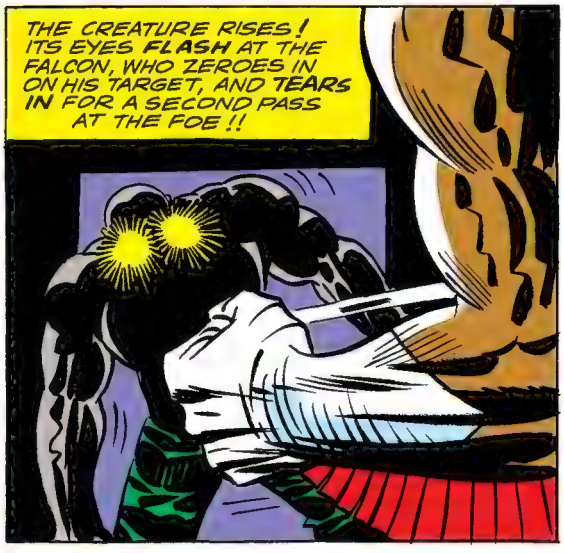

AS HE NEARS THE SCENE OF VIOLENCE, THE FALCON HURTLES INTO A VORTEX OF UNCOMMON FURY!! MEN AND DEBRIS FLY IN ALL DIRECTIONS--AN INDICATION OF A SLAUGHTER MACHINE AT WORK...


THEN THE ENEMY RUSHES INTO VIEW--AND HE IS A MONSTROUS SIGHT INDEED!
AAAAA!!


THE FALCON BORES IN WITHOUT HESITATING!! HE DELIVERS A DEVASTATING BLOW-- WHICH CATCHES AGRON UNAWARES!!
ZOK!


IT IS THEN THAT AGRON REALIZES THAT THERE IS OPPOSITION HERE OF UNUSUAL CALIBER...
HE LOOKS UNHURT!!
I MUST BE CAREFUL! HE IS STRANGE BEYOND WORDS!


STRANGE BEYOND WORDS--STRANGE BEYOND THE WILDEST THOUGHTS OF TWENTIETH CENTURY MAN!!--AGRON'S EMPTY SOCKETS BECOME STRANGE VESSELS, AGLOW WITH LEAPING ENERGY! GENERATED FOR A STRANGE PURPOSE!
--DON'T-- STOP-- AGRON-- FOOL--!


THE CREATURE RISES! ITS EYES FLASH AT THE FALCON, WHO ZEROES IN ON HIS TARGET, AND TEARS IN FOR A SECOND PASS AT THE FOE!!

TO CLOSE WITH SUCH AN ADVERSARY IS A TRAUMATIC EXPERIENCE! BUT THE FALCON'S FIST EXPLODES OUTWARD WITH SAVAGE SPEED...

IT HAPPENS SUDDENLY! BEFORE THE FALCON'S VERY EYES--CAUSING HIM TO SCREAM IN HORROR!

IT'S A TWO-PARTER, FRIENDS!!--A FAR-OUT THEATER OF THE WEIRD!!
BUY IT IF YOU DARE!!
NEXT ISSUE--
FEAR COMES STRIDING!

CAPT. AMERICA
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02453
CAPTAIN AMERICA
AND
THE FALCON™
THERE'S NO WAY TO FIGHT THIS THING!
THEN... THE CITY IS DOOMED!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

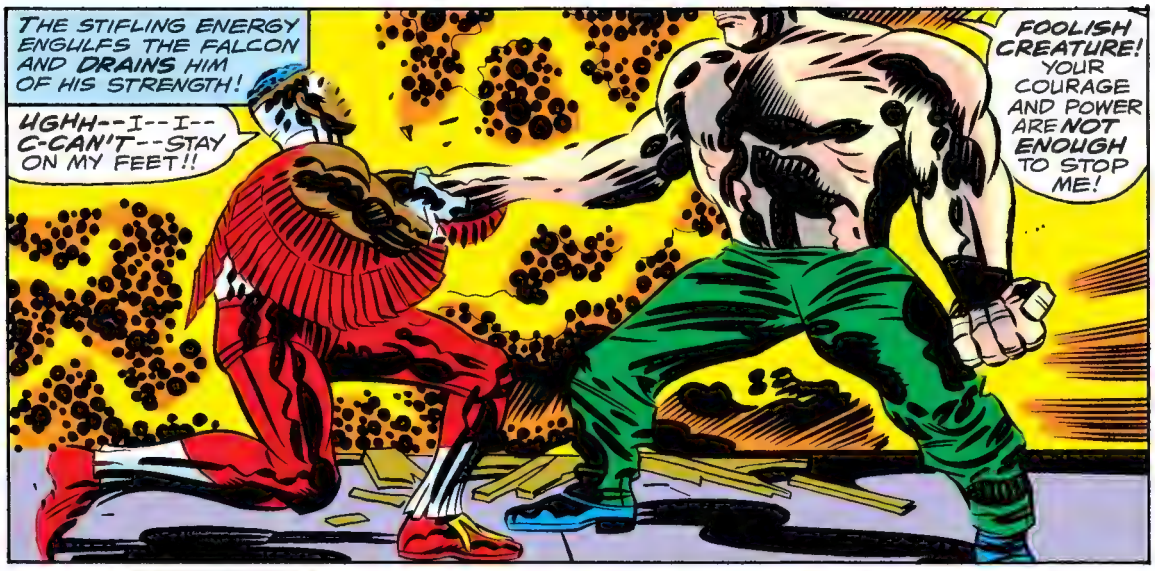
Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

EDITED, WRITTEN, & DRAWN BY **JACK KIRBY** INKED BY **JOHN VERPOORTEN** COLORED BY **MICHELE W.** LETTERED BY **JIM NOVAK** PERUSED BY **ARCHIE GOODWIN**

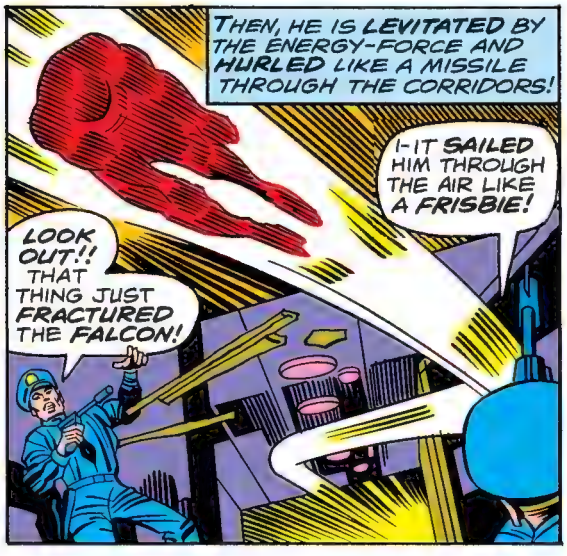
IT'S LOOSE!! IT CAN'T BE STOPPED!! IT **DEFIES** THE LAWS OF NATURE AND ITS VERY PRESENCE IS A MENACE! THE CORRIDORS OF **SHIELD'S** PSYCHIATRIC DIVISION ARE **STREWN** WITH WRECKAGE AND THE **SHATTERED REMNANTS** OF ITS ARMED PERSONNEL!! CAN A **SUPER-HERO** LEAP INTO THE BREACH WHERE OTHERS HAVE FAILED?? THE **FALCON** IS THE FIRST TO TRY!! READ ON, AS--

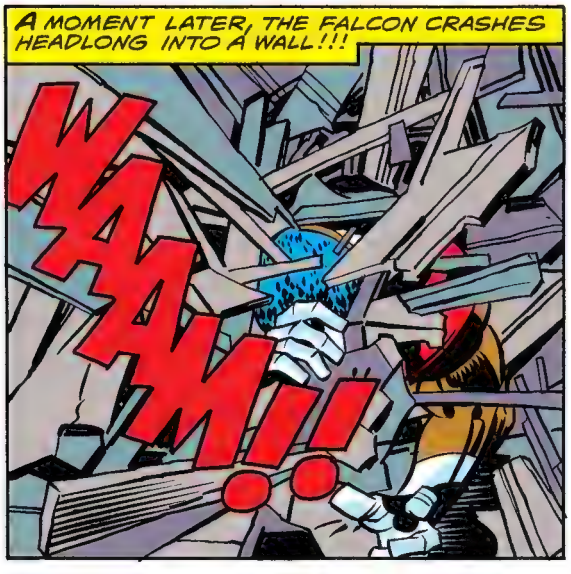
AGRON WALKS THE EARTH!

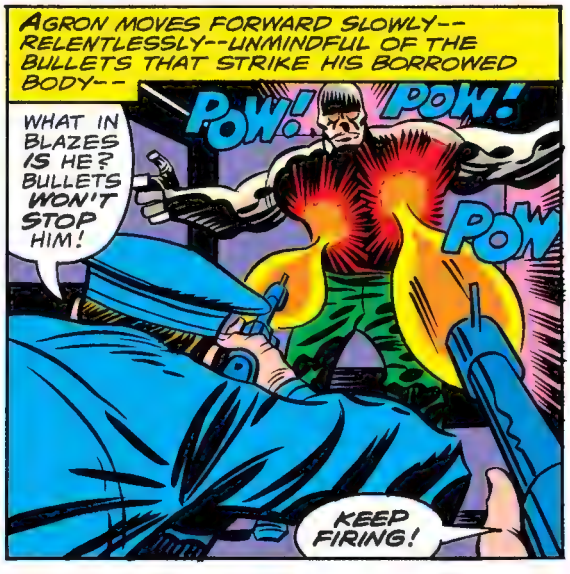
FIERY ENERGY BURSTS FROM THE FALCON'S ADVERSARY AND TRANSFORMS THE VERY AIR INTO A FETID, UNBREATHABLE SUBSTANCE! THE SUPER-HERO FACES A DEAD HUMAN SHELL WHICH IS ACTIVATED BY SOMETHING SPAWNED IN THE HEAT OF A DISTANT INFERNO, AND THRUST BY SOME MYSTERIOUS MEANS INTO MANKIND'S DOMAIN...
I AM AGRON!!
THIS TIME PERIOD MUST BECOME MY OWN!! I SHALL NOT BE OUSTED FROM THIS CENTURY!!!


THE STIFLING ENERGY ENGULFS THE FALCON AND DRAINS HIM OF HIS STRENGTH!
UGHH--I--I--C-CAN'T--STAY ON MY FEET!!
FOOLISH CREATURE! YOUR COURAGE AND POWER ARE NOT ENOUGH TO STOP ME!

ANOTHER SURGE OF ENERGY SEIZES THE FALCON AND RATTLES EVERY CELL IN HIS BODY!! HE SCREAMS AND GOES LIMP...
AAAAA!!!
KRRAAK!


THEN, HE IS LEVITATED BY THE ENERGY-FORCE AND HURLED LIKE A MISSILE THROUGH THE CORRIDORS!
I-IT SAILED HIM THROUGH THE AIR LIKE A FRISBIE!
LOOK OUT!! THAT THING JUST FRACTURED THE FALCON!


A MOMENT LATER, THE FALCON CRASHES HEADLONG INTO A WALL!!!
WAAAH!!


AGRON MOVES FORWARD SLOWLY--RELENTLESSLY--UNMINDFUL OF THE BULLETS THAT STRIKE HIS BORROWED BODY--
WHAT IN BLAZES IS HE? BULLETS WON'T STOP HIM!
POW!
POW!
POW
KEEP FIRING!

CEASE ALL HOSTILITY! YOU CANNOT SUCCEED!
OH, YEAH?! TRY CHEWING ON A GRENADE!

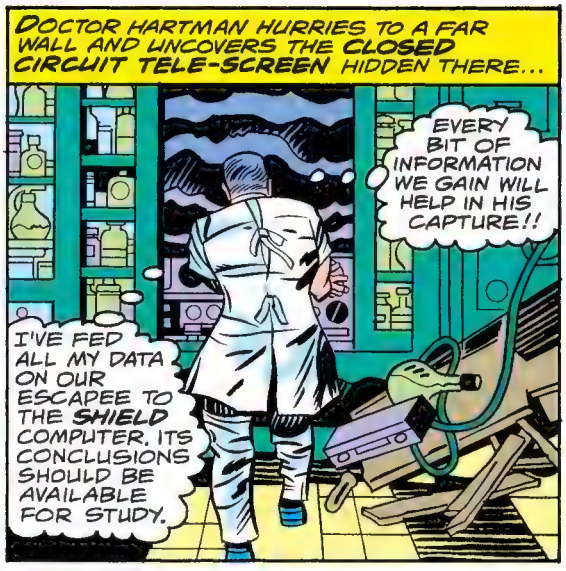
USELESS! USELESS! YOUR WEAPONS ARE TOO PRIMITIVE!
BLAAMM!

YOU CAN DETAIN ME HERE NO LONGER!! AGRON CHOOSES TO LEAVE THIS PLACE!
GOOD LORD! HE'S BREAKING DOWN THE WALL LEADING TO THE OUTSIDE!
KABOOMM!
HE'S ESCAPING! STOP HIM!!

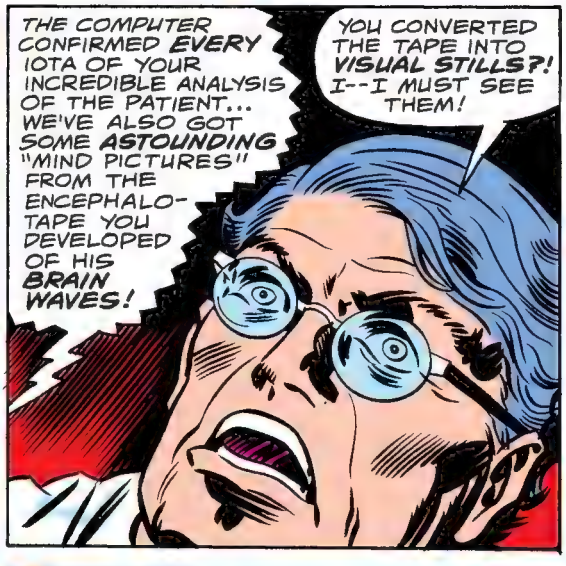
FOLLOWED BY THE ECHO OF GUNFIRE AND THE SCREAM OF FLYING LEAD, AGRON SEEKS OUT THE FREEDOM OF THE NIGHT...
WAM!
BAM!
BAM!
POPOPOP!
WEEOW!

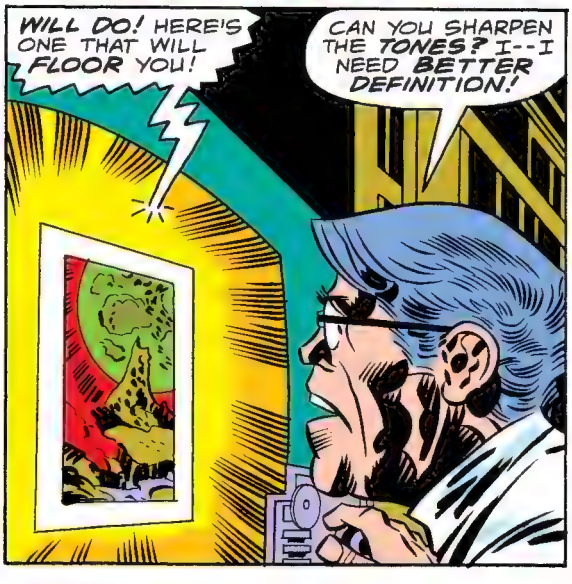
MEANWHILE...
DOCTOR HARTMAN! THAT THING HAS ESCAPED! W-WE COULDN'T CONTAIN HIM!
THEN STAY ON HIS TAIL! WE MUSTN'T LOSE SIGHT OF HIM!

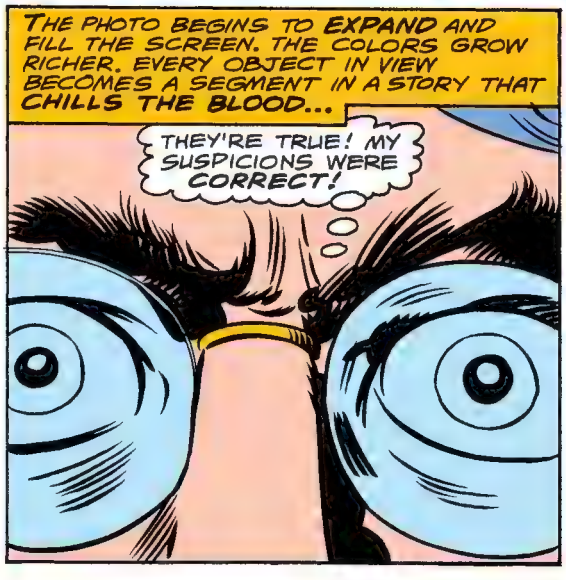
WE'LL DO THE BEST WE CAN, SIR! BUT WE SURE COULD USE SOME HELP FROM THE SHIELD SWAT TEAM!!
THEY'RE DUE ANY MOMENT, NOW! THE ENTIRE SHIELD AGENCY IS ON RED ALERT! THAT WALKING CORPSE MUST BE CAPTURED AND HELD!

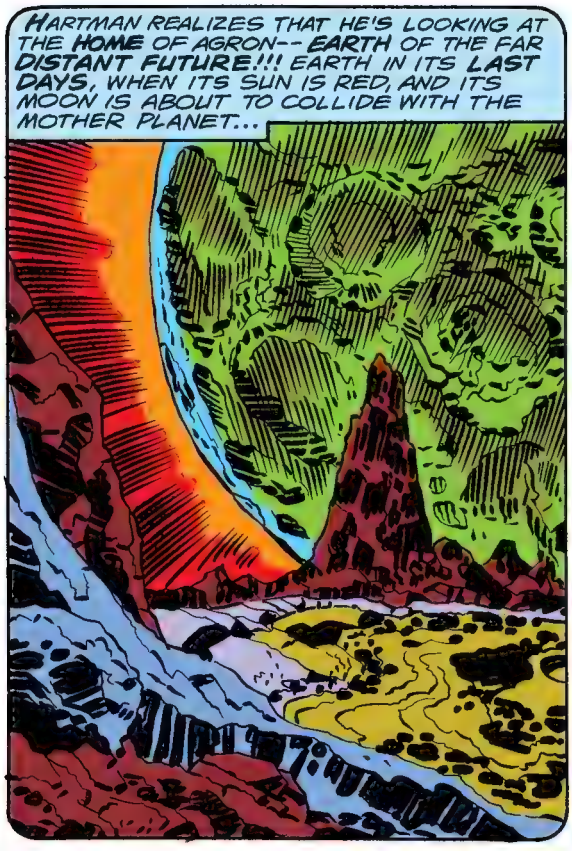

DOCTOR HARTMAN HURRIES TO A FAR WALL AND UNCOVERS THE CLOSED CIRCUIT TELE-SCREEN HIDDEN THERE...
EVERY BIT OF INFORMATION WE GAIN WILL HELP IN HIS CAPTURE!!
I'VE FED ALL MY DATA ON OUR ESCAPEE TO THE SHIELD COMPUTER. ITS CONCLUSIONS SHOULD BE AVAILABLE FOR STUDY.

SUDDENLY, THE SCREEN CLEARS AND AN IMAGE REGISTERS ON THE TUBE...
CAPTAIN DAWSON! IS THERE ANY NEWS??
AFFIRMATIVE, HARTMAN! WE'VE GOT A CLASSIC HORROR ON OUR HANDS!!


THE COMPUTER CONFIRMED EVERY IOTA OF YOUR INCREDIBLE ANALYSIS OF THE PATIENT... WE'VE ALSO GOT SOME ASTOUNDING "MIND PICTURES" FROM THE ENCEPHALO-TAPE YOU DEVELOPED OF HIS BRAIN WAVES!
YOU CONVERTED THE TAPE INTO VISUAL STILLS?! I--I MUST SEE THEM!


WILL DO! HERE'S ONE THAT WILL FLOOR YOU!
CAN YOU SHARPEN THE TONES? I--I NEED BETTER DEFINITION!

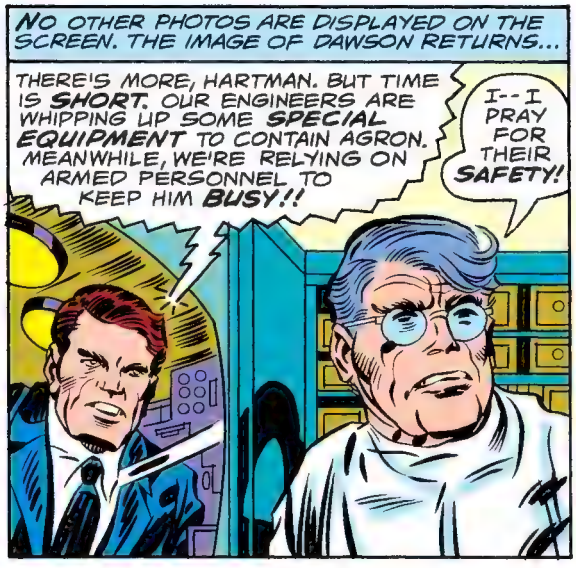

THE PHOTO BEGINS TO EXPAND AND FILL THE SCREEN. THE COLORS GROW RICHER. EVERY OBJECT IN VIEW BECOMES A SEGMENT IN A STORY THAT CHILLS THE BLOOD...
THEY'RE TRUE! MY SUSPICIONS WERE CORRECT!

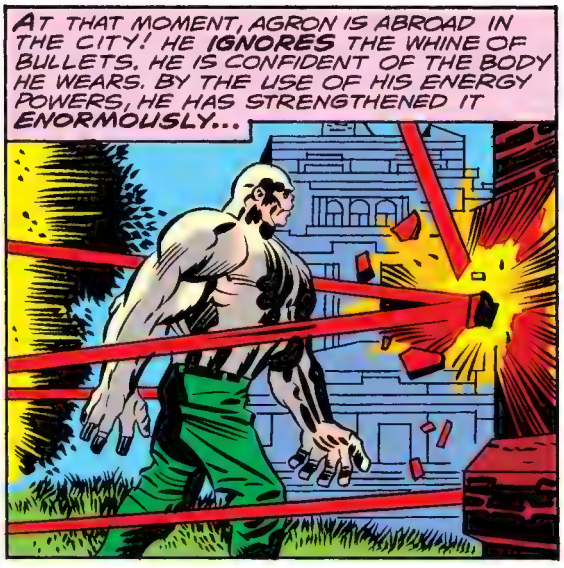

HARTMAN REALIZES THAT HE'S LOOKING AT THE HOME OF AGRON--EARTH OF THE FAR DISTANT FUTURE!!! EARTH IN ITS LAST DAYS, WHEN ITS SUN IS RED, AND ITS MOON IS ABOUT TO COLLIDE WITH THE MOTHER PLANET...

THE NEXT "MIND IMAGE" CAN ONLY BE AGRON HIMSELF!! LIFE EVOLVED TO ITS ULTIMATE FORM--FREE-FLOWING ENERGY, WITH POWERS AS YET DENIED TO MEN OF THE PRESENT!

AGRON'S INTENTIONS ARE CLEARLY DEFINED IN THE FOLLOWING PHOTO. HE HAS FLED HIS ENDANGERED HOME IN THE FUTURE AND FOUND SANCTUARY IN THE TWENTIETH CENTURY! IN SOME UNNAMED MORTUARY, HE HAS ALSO FOUND A BODY TO INHABIT!!

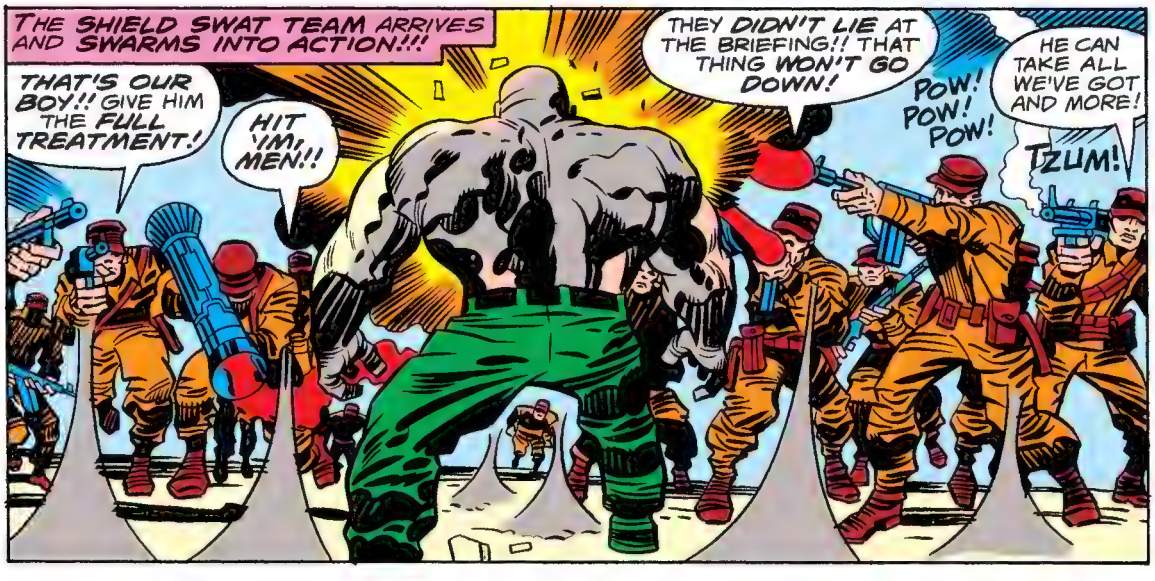
AND THEN, THERE IS THE MOMENT LEADING UP TO THE HORRIFYING EVENTS THAT ARE TO PLAGUE THE SHIELD AGENCY--THE CORPSE, ONCE ANIMATED BY AGRON, IS SHOWN TO RISE FROM ITS SLAB. IT IS DESTINED TO LEAVE THE MORTUARY UNNOTICED AND EMBARK ON ITS GRIM CAREER...


NO OTHER PHOTOS ARE DISPLAYED ON THE SCREEN. THE IMAGE OF DAWSON RETURNS...
THERE'S MORE, HARTMAN. BUT TIME IS SHORT. OUR ENGINEERS ARE WHIPPING UP SOME SPECIAL EQUIPMENT TO CONTAIN AGRON. MEANWHILE, WE'RE RELYING ON ARMED PERSONNEL TO KEEP HIM BUSY!!
I--I PRAY FOR THEIR SAFETY!

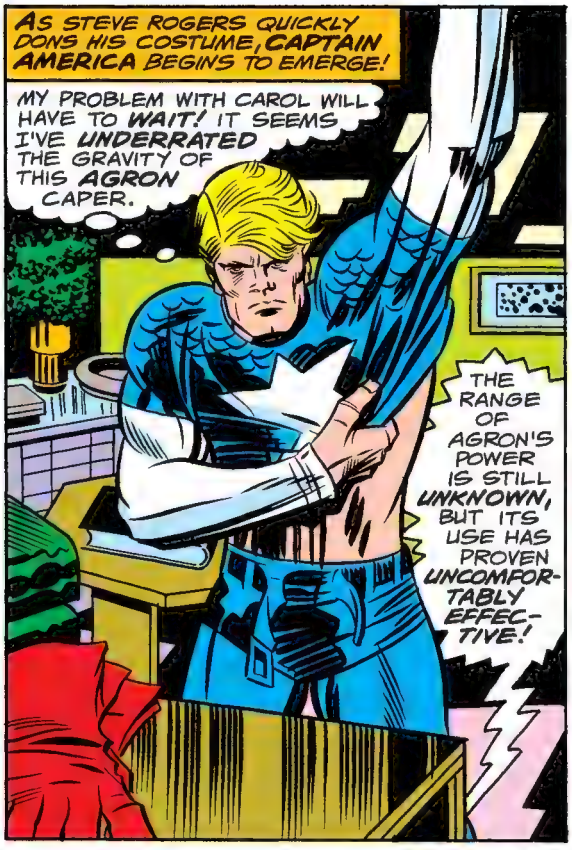

AT THAT MOMENT, AGRON IS ABROAD IN THE CITY! HE IGNORES THE WHINE OF BULLETS. HE IS CONFIDENT OF THE BODY HE WEARS. BY THE USE OF HIS ENERGY POWERS, HE HAS STRENGTHENED IT ENORMOUSLY...

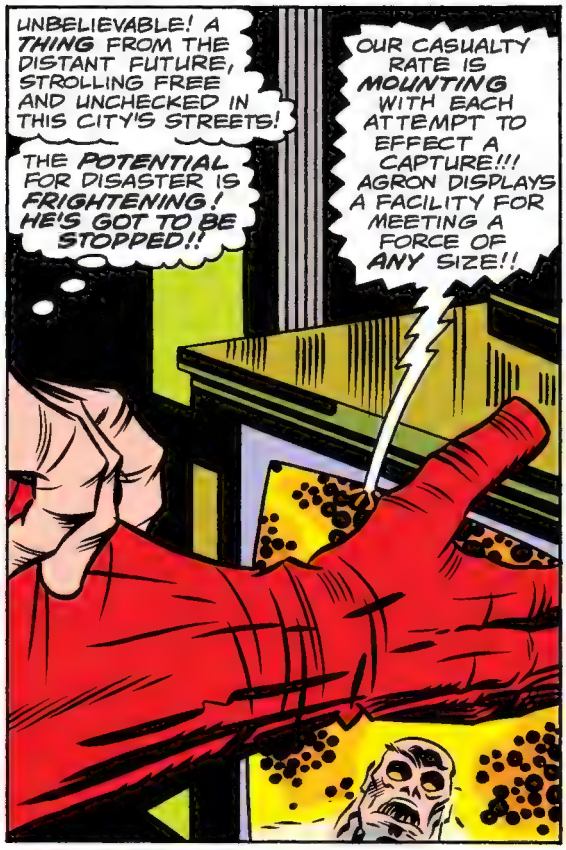
WHEN THE FIRING REACHES A DISTURBING PITCH, HE TURNS UPON HIS ATTACKERS AND UNLEASHES THE VIOLENCE THAT LIES DORMANT IN THE SUBSTANCE OF HIS ENERGY...

BLAST FOLLOWS BLAST!! MEN CRY OUT AS THE SHOCKING FORCE LIFTS THEM BODILY AND FLINGS THEM SKYWARD!!!
AAA!!
WA-HOOM!


THE SHIELD SWAT TEAM ARRIVES AND SWARMS INTO ACTION!!!
THAT'S OUR BOY!! GIVE HIM THE FULL TREATMENT!
HIT 'IM, MEN!!
THEY DIDN'T LIE AT THE BRIEFING!! THAT THING WON'T GO DOWN!
POW! POW! POW!
HE CAN TAKE ALL WE'VE GOT AND MORE!
TZUM!

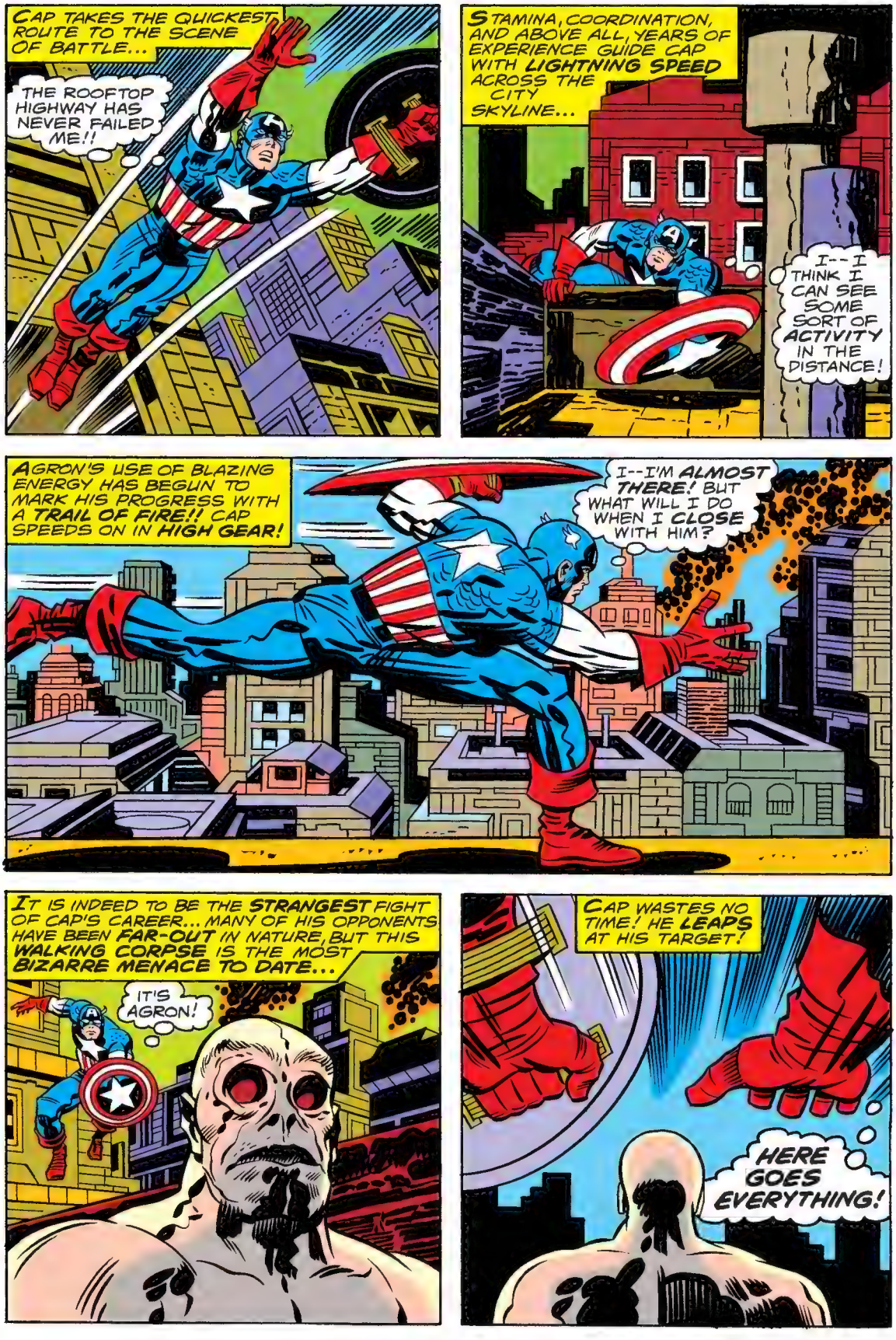
ANGERED BY THIS NEW ASSAULT, AGRON LASHES OUT WITH SHOCK FORCE EQUIVALENT TO BATTALION FIREPOWER!!! IT DEVASTATES THE SWAT TEAM!!!
KOOWW!!
MEANWHILE, IN A HOTEL ROOM REGISTERED TO STEVE ROGERS, A LIVING SYMBOL OF FREEDOM WRESTLES WITH PROBLEMS OF HIS OWN, UNTIL...
WHA--!?
THE T.V. SCREEN'S GONE BLANK!! I-IT'S A SHIELD FLASH-- MEANT FOR ME!!
ROOM 415 PLEASE STAND BY.
THIS IS A RED ALERT! THE AGRON CASE IS OUT OF CONTROL! YOUR HELP IS REQUESTED!!
WELL, I'LL BE DARNED!

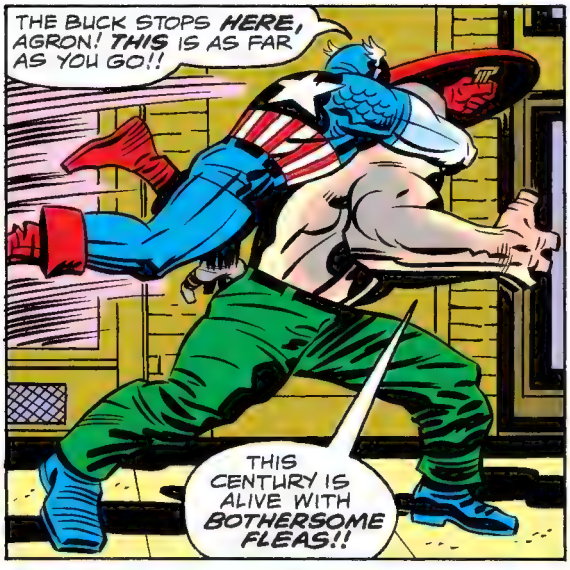

AS STEVE ROGERS QUICKLY DONS HIS COSTUME, CAPTAIN AMERICA BEGINS TO EMERGE!
MY PROBLEM WITH CAROL WILL HAVE TO WAIT! IT SEEMS I'VE UNDERRATED THE GRAVITY OF THIS AGRON CAPER.
THE RANGE OF AGRON'S POWER IS STILL UNKNOWN, BUT ITS USE HAS PROVEN UNCOMFORTABLY EFFECTIVE!


UNBELIEVABLE! A THING FROM THE DISTANT FUTURE, STROLLING FREE AND UNCHECKED IN THIS CITY'S STREETS!
THE POTENTIAL FOR DISASTER IS FRIGHTENING! HE'S GOT TO BE STOPPED!!
OUR CASUALTY RATE IS MOUNTING WITH EACH ATTEMPT TO EFFECT A CAPTURE!!! AGRON DISPLAYS A FACILITY FOR MEETING A FORCE OF ANY SIZE!!

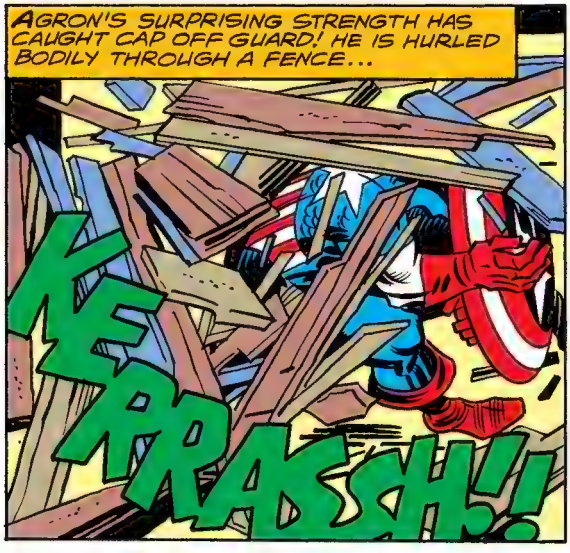
PANIC AMONG THE CIVILIAN POPULATION IS ESTIMATED AS A MOMENTARY DEVELOPMENT!!
AGRON MAY PROVE TO BE THE MOST UNWELCOME VISITOR WE'VE EVER HAD!!

HE MUST BE HELD AT ALL COST UNTIL SPECIAL RESTRAINING EQUIPMENT IS READY FOR USE! GOOD LUCK!!
GOOD LUCK, HE SAYS!! I FEEL LIKE A NEANDERTHAL MAN ABOUT TO DEFEND HIS CAVE AGAINST ARMED PARATROOPS!


CAP TAKES THE QUICKEST ROUTE TO THE SCENE OF BATTLE...
THE ROOFTOP HIGHWAY HAS NEVER FAILED ME!!
STAMINA, COORDINATION, AND ABOVE ALL, YEARS OF EXPERIENCE GUIDE CAP WITH LIGHTNING SPEED ACROSS THE CITY SKYLINE...
I--I THINK I CAN SEE SOME SORT OF ACTIVITY IN THE DISTANCE!
AGRON'S USE OF BLAZING ENERGY HAS BEGUN TO MARK HIS PROGRESS WITH A TRAIL OF FIRE!! CAP SPEEDS ON IN HIGH GEAR!
I--I'M ALMOST THERE! BUT WHAT WILL I DO WHEN I CLOSE WITH HIM?
IT IS INDEED TO BE THE STRANGEST FIGHT OF CAP'S CAREER... MANY OF HIS OPPONENTS HAVE BEEN FAR-OUT IN NATURE, BUT THIS WALKING CORPSE IS THE MOST BIZARRE MENACE TO DATE...
IT'S AGRON!
CAP WASTES NO TIME! HE LEAPS AT HIS TARGET!
HERE GOES EVERYTHING!

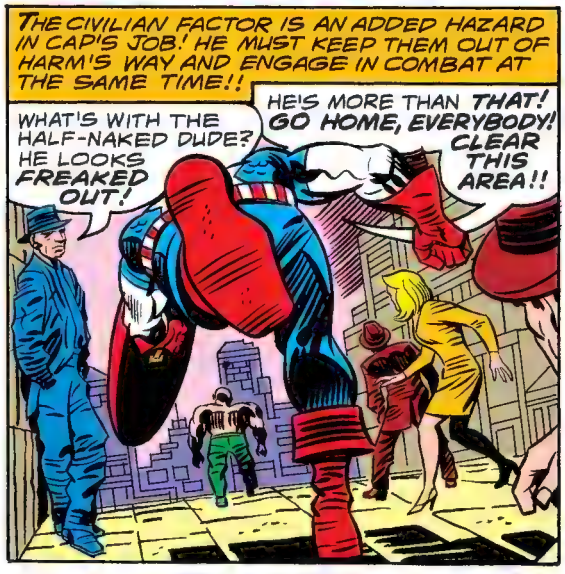

THE BUCK STOPS HERE, AGRON! THIS IS AS FAR AS YOU GO!!
THIS CENTURY IS ALIVE WITH BOTHERSOME FLEAS!!

BUT, YOU WILL SOON LEARN TO KEEP A RESPECTFUL DISTANCE FROM YOUR BETTERS!

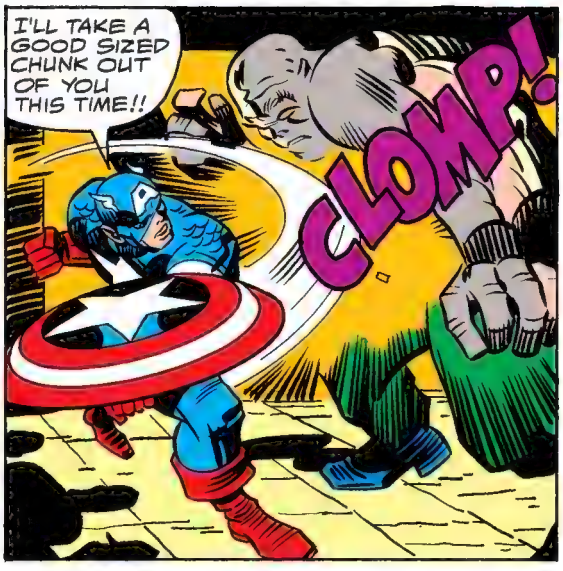

AGRON'S SURPRISING STRENGTH HAS CAUGHT CAP OFF GUARD! HE IS HURLED BODILY THROUGH A FENCE...
KERRASH!!

ONLY THE QUICK USE OF HIS SHIELD HAS PREVENTED CAP FROM TAKING THE FULL FORCE OF IMPACT! HE IS MOMENTARILY SHAKEN, BUT NOT INJURED...
THERE GO ALL MY HOPES FOR A FAST KAYO... THIS THING HAS BECOME A PATTON TANK!!!

I'VE GOT NO CHOICE BUT TO TRY AGAIN AND AGAIN--UNTIL ONLY ONE OF US IS LEFT STANDING!
OH-OH!! HE'S GATHERING A CROWD! THIS MEANS DOUBLE TROUBLE!

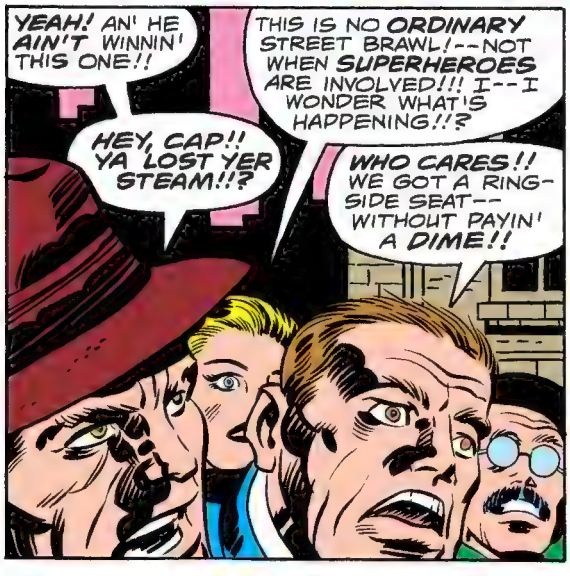

THE CIVILIAN FACTOR IS AN ADDED HAZARD IN CAP'S JOB! HE MUST KEEP THEM OUT OF HARM'S WAY AND ENGAGE IN COMBAT AT THE SAME TIME!!
WHAT'S WITH THE HALF-NAKED DUDE? HE LOOKS FREAKED OUT!
HE'S MORE THAN THAT! GO HOME, EVERYBODY! CLEAR THIS AREA!!

DETERMINED TO STOP THE MENACE AT ANY COST, CAP RUSHES HIS ADVERSARY AND YANKS HIM OFF BALANCE!!!
LET'S SEE HOW WELL YOU'VE LEARNED TO MANAGE THAT BODY, AGRON!
UGH! THE FLEA IS BACK TO STING AGAIN!
WHAD'DYA PICKIN' ON THAT ZOMBIE FOR!?
THERE MUST BE CLASSIER "BAD GUYS" AROUND!
YEAH! WHY DON'T'CHA TRY BUSTIN' DOC DOOM!

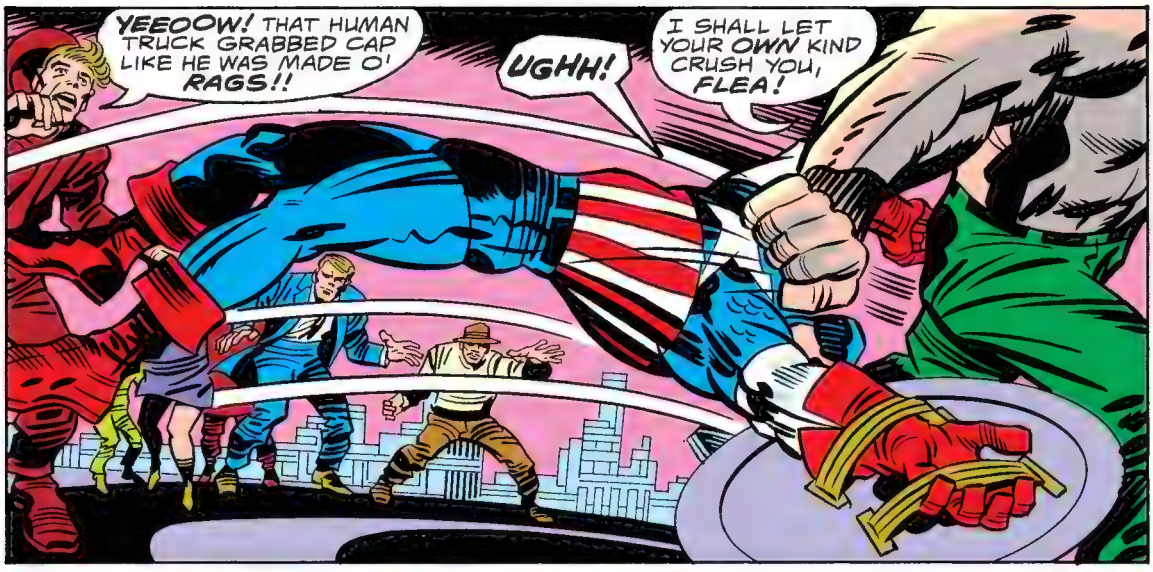

I'LL TAKE A GOOD SIZED CHUNK OUT OF YOU THIS TIME!!
CLOMP!

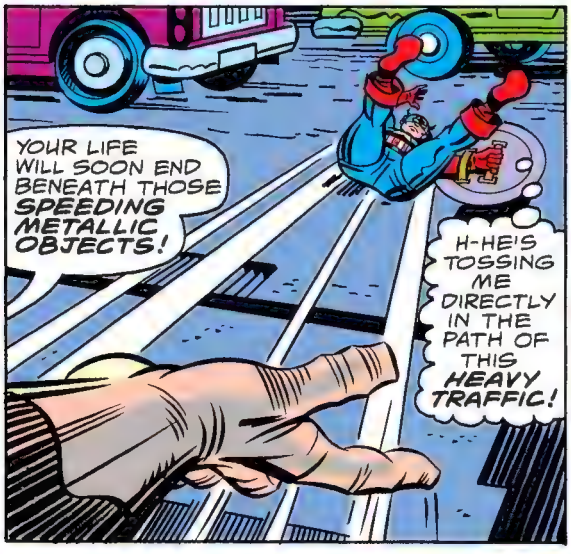
POW!
KRAK!

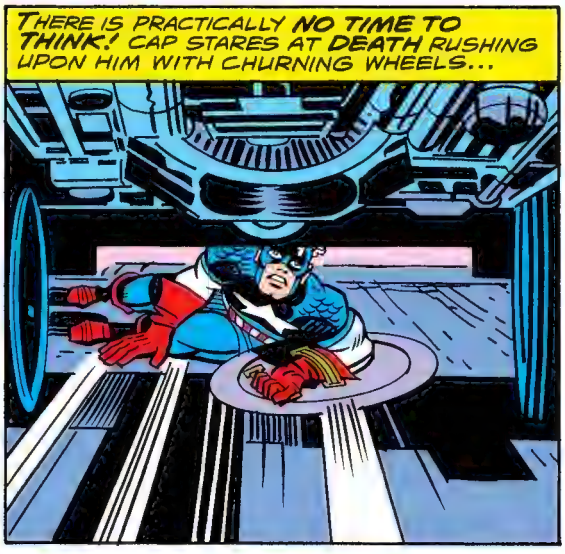
MAN! I'VE NEVER SEEN SUCH PUNCHIN' DO SO LITTLE!!
I--IT'S LIKE HITTING A BRICK WALL!! AND TWICE AS PAINFUL!!
T--THAT'S CAPTAIN AMERICA! --IN SOME SORT OF HASSLE!

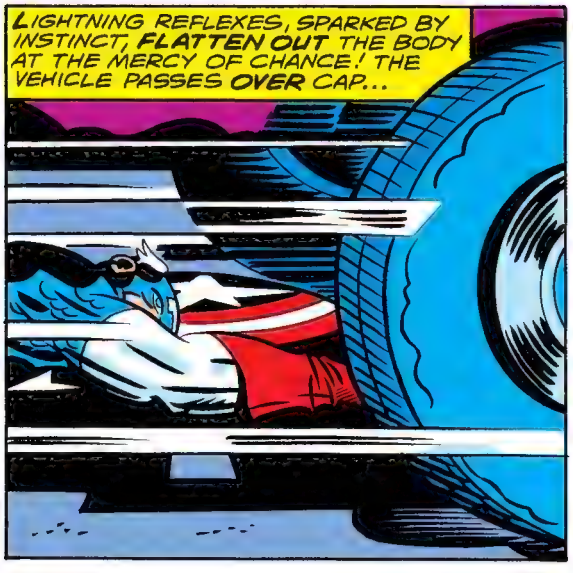

YEAH! AN' HE AIN'T WINNIN' THIS ONE!!
THIS IS NO ORDINARY STREET BRAWL!--NOT WHEN SUPERHEROES ARE INVOLVED!!! I--I WONDER WHAT'S HAPPENING!!?
HEY, CAP!! YA LOST YER STEAM!!?
WHO CARES!! WE GOT A RING-SIDE SEAT-- WITHOUT PAYIN' A DIME!!

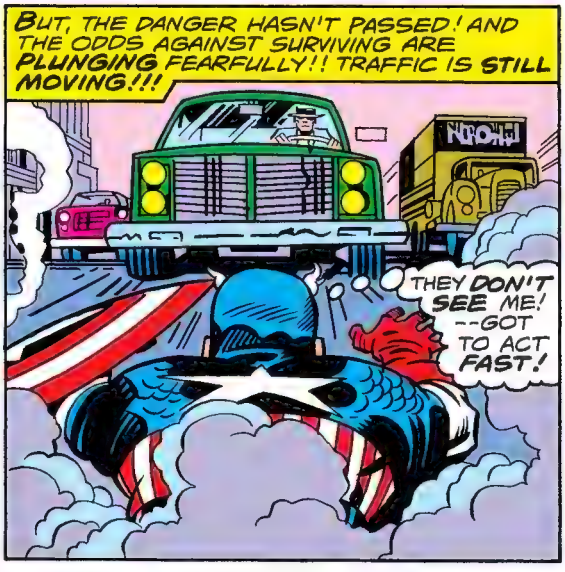
PLEASE, FOLKS! RETURN TO YOUR HOMES! YOU'RE RISKING YOUR LIVES BY STANDING THERE!!
YOU DISTURB AGRON!
CLEAR OUT!! HE'S DANGEROUS!!


YEEOOW! THAT HUMAN TRUCK GRABBED CAP LIKE HE WAS MADE O' RAGS!!
UGHH!
I SHALL LET YOUR OWN KIND CRUSH YOU, FLEA!

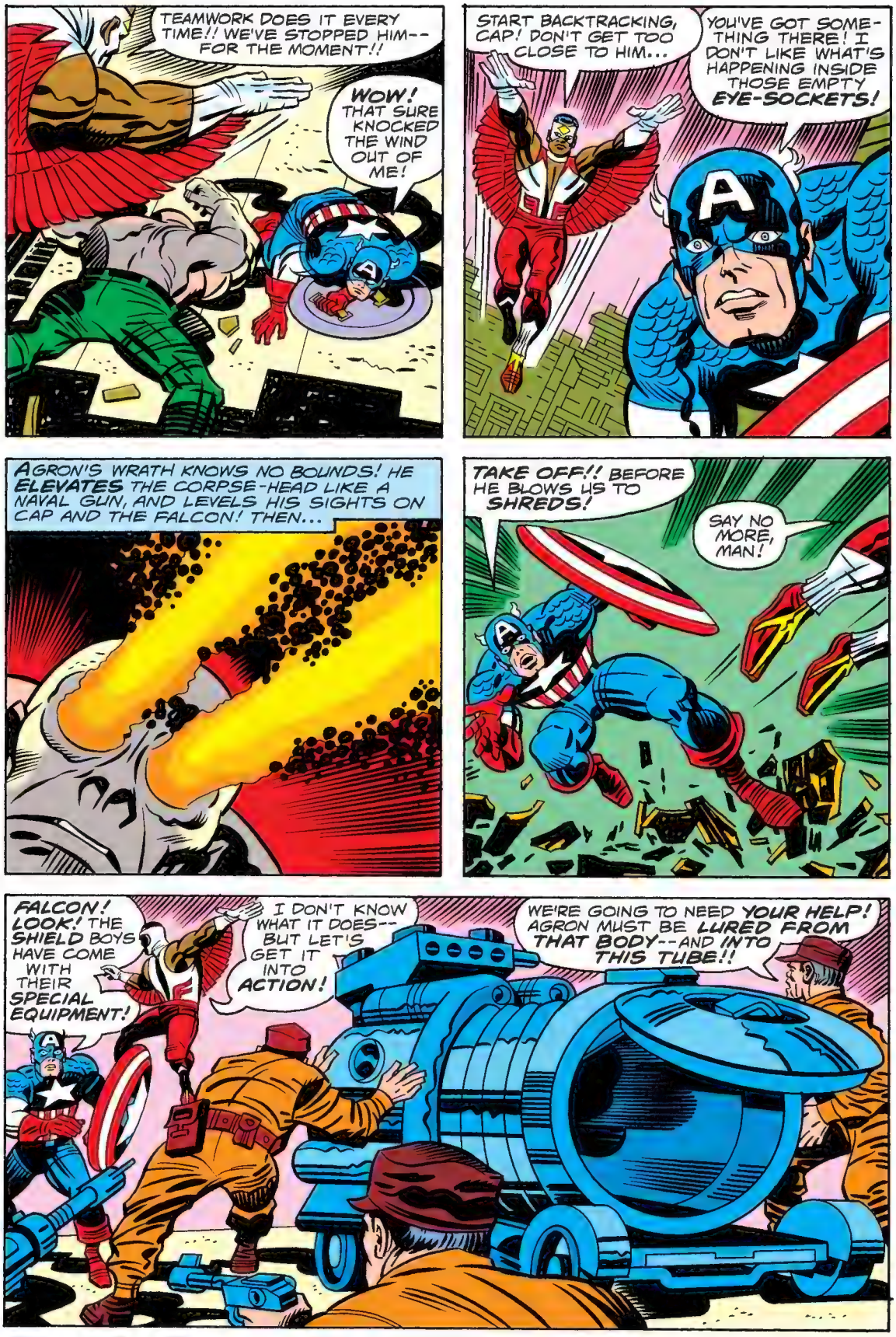

YOUR LIFE WILL SOON END BENEATH THOSE SPEEDING METALLIC OBJECTS!
H-HE'S TOSSING ME DIRECTLY IN THE PATH OF THIS HEAVY TRAFFIC!

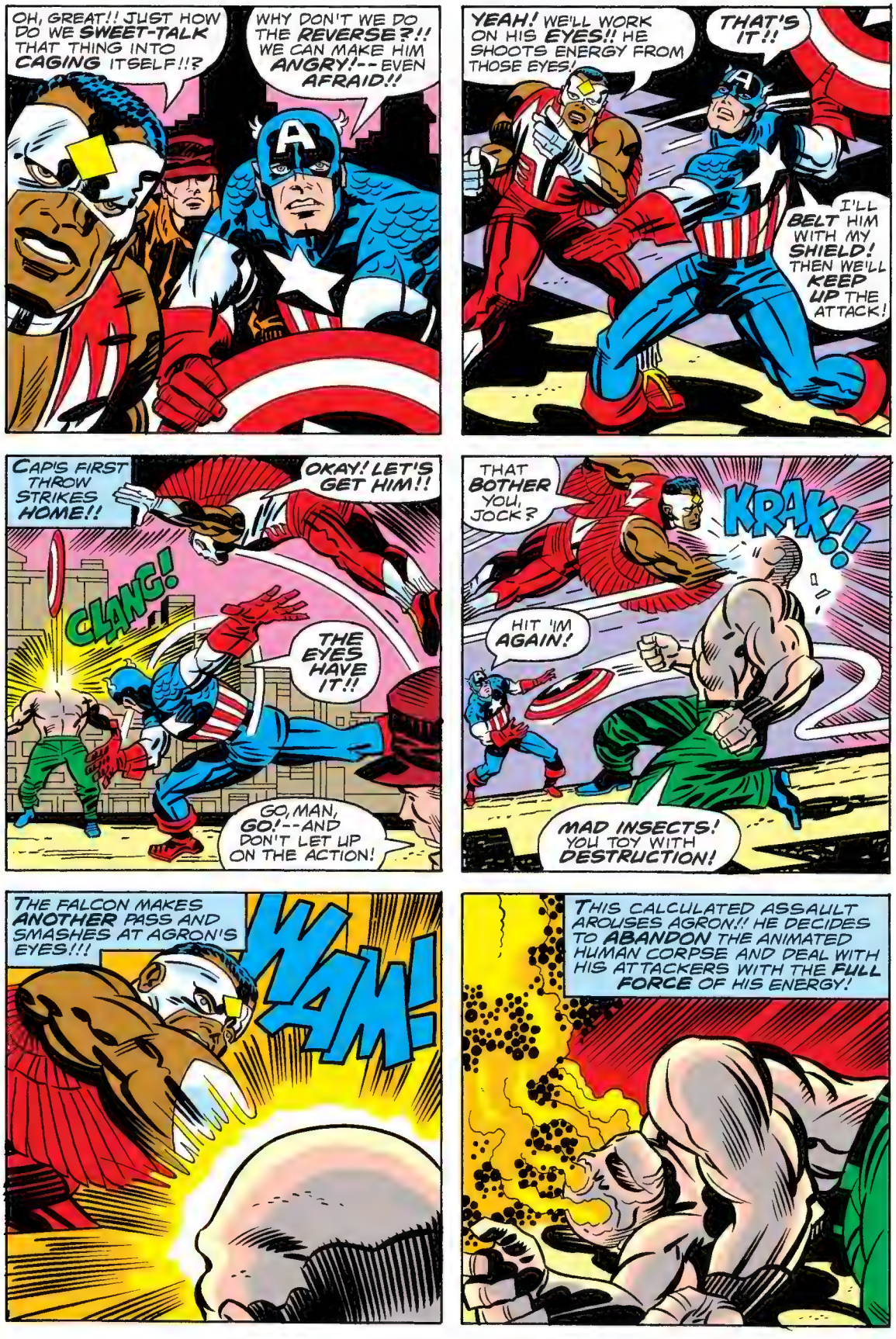

THERE IS PRACTICALLY NO TIME TO THINK! CAP STARES AT DEATH RUSHING UPON HIM WITH CHURNING WHEELS...


LIGHTNING REFLEXES, SPARKED BY INSTINCT, FLATTEN OUT THE BODY AT THE MERCY OF CHANCE! THE VEHICLE PASSES OVER CAP...

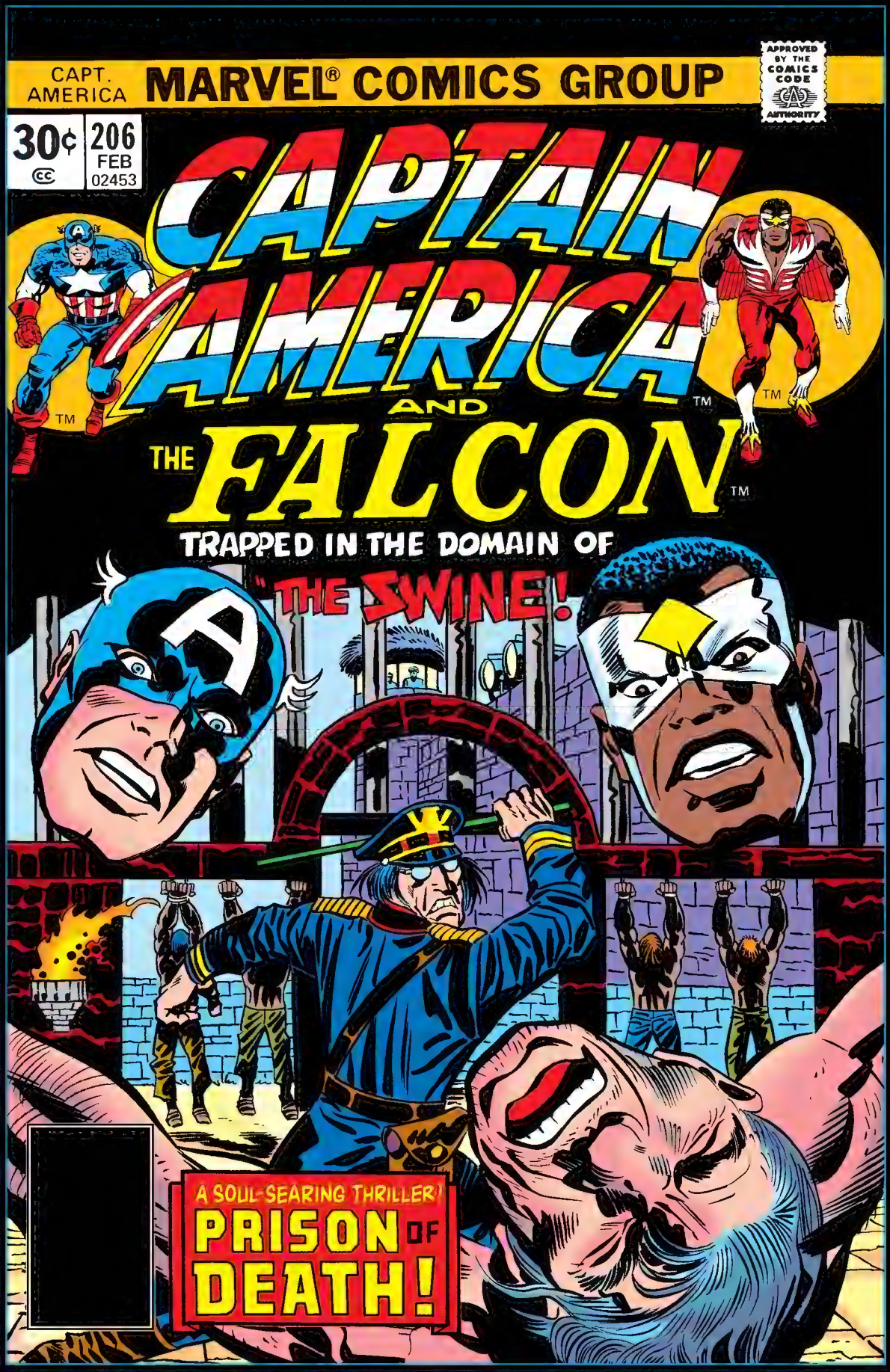

BUT, THE DANGER HASN'T PASSED! AND THE ODDS AGAINST SURVIVING ARE PLUNGING FEARFULLY!! TRAFFIC IS STILL MOVING!!!
THEY DON'T SEE ME! --GOT TO ACT FAST!

CAP IS ON HIS FEET, WITH NO TIME LEFT TO DODGE IN ANY DIRECTION!! HE LEAPS AT THE NEXT ONRUSHING CAR, HOPING TO HURDLE IT AT THE POINT OF IMPACT!!!
THIS MAY NOT WORK, BUT AT LEAST IT WON'T STRIKE ME HEAD ON!
SUDDENLY, A BIRD-LIKE SHADOW SWOOPS ACROSS CAP! HE IS GRIPPED BY STEEL FINGERS AND HAULED INTO THE AIR!
I NEVER THOUGHT I'D CATCH YOU PLAYING IN TRAFFIC, MISTER RED, WHITE AND BLUE!
FALCON! I-IT'S YOU!!
I REGAINED MY MEMORY, THANKS TO THIS DUDE!!
BUT, I SURE DON'T LIKE HIS METHOD!
DON'T KNOCK IT IF IT WORKS! I-IT'S GOOD TO HAVE YOU BACK, FELLA!
THEY TOLD ME ALL ABOUT IT WHEN I WOKE UP IN THAT SHIELD SHRINK WARD! THAT KOOK ALMOST SCRAMBLED MY BRAINS!!
TAKE HIM FROM THE TOP! I'LL HIT HIM AT THE KNEES!
WAK!
POW!


TEAMWORK DOES IT EVERY TIME!! WE'VE STOPPED HIM-- FOR THE MOMENT!!
WOW! THAT SURE KNOCKED THE WIND OUT OF ME!
START BACKTRACKING, CAP! DON'T GET TOO CLOSE TO HIM...
YOU'VE GOT SOMETHING THERE! I DON'T LIKE WHAT'S HAPPENING INSIDE THOSE EMPTY EYE-SOCKETS!
AGRON'S WRATH KNOWS NO BOUNDS! HE ELEVATES THE CORPSE-HEAD LIKE A NAVAL GUN, AND LEVELS HIS SIGHTS ON CAP AND THE FALCON! THEN...
TAKE OFF!! BEFORE HE BLOWS US TO SHREDS!
SAY NO MORE, MAN!
FALCON! LOOK! THE SHIELD BOYS HAVE COME WITH THEIR SPECIAL EQUIPMENT!
I DON'T KNOW WHAT IT DOES-- BUT LET'S GET IT INTO ACTION!
WE'RE GOING TO NEED YOUR HELP! AGRON MUST BE LURED FROM THAT BODY--AND INTO THIS TUBE!!


OH, GREAT!! JUST HOW DO WE SWEET-TALK THAT THING INTO CAGING ITSELF!!?
WHY DON'T WE DO THE REVERSE?!! WE CAN MAKE HIM ANGRY!--EVEN AFRAID!!
YEAH! WE'LL WORK ON HIS EYES!! HE SHOOTS ENERGY FROM THOSE EYES!
THAT'S IT!!
I'LL BELT HIM WITH MY SHIELD! THEN WE'LL KEEP UP THE ATTACK!
CAP'S FIRST THROW STRIKES HOME!!
OKAY! LET'S GET HIM!!
CLANG!
THE EYES HAVE IT!!
GO, MAN, GO!--AND DON'T LET UP ON THE ACTION!
THAT BOTHER YOU, JOCK?
KRAK!!
HIT 'IM AGAIN!
MAD INSECTS! YOU TOY WITH DESTRUCTION!
THE FALCON MAKES ANOTHER PASS AND SMASHES AT AGRON'S EYES!!!
WAM!
THIS CALCULATED ASSAULT AROUSES AGRON!! HE DECIDES TO ABANDON THE ANIMATED HUMAN CORPSE AND DEAL WITH HIS ATTACKERS WITH THE FULL FORCE OF HIS ENERGY!

A MOMENT LATER, THE FALCON FINDS HIMSELF PURSUED BY THE STRANGEST MENACE EVER SEEN IN THIS CENTURY!
I-IT'S WORKING!
IN HERE, FALCON! KEEP GOING AND HOPE THAT THIS THING FOLLOWS YOU INTO THE TUBE!
STAND BY, MEN!
AGRON'S GOING AFTER HIM!
THE FALCON SHOOTS THROUGH THE TUBE AND EMERGES THROUGH ITS REAR HATCH...
READY TO CLOSE!
CLOSE DOORS!!!
AGRON IS CAGED!
THERE IS A SPLIT-SECOND OF APPREHENSION BEFORE THE FALCON HEARS THE SOUNDS HE'S WAITED FOR...
CLANG! CLANG!
THEN, HE TURNS AND CATCHES SIGHT OF A SMILING CAPTAIN AMERICA, GREETING HIM WITH THE SIGN OF VICTORY...
WE'RE STILL IN BUSINESS!
--AND, DOING FINE, PARTNER! LOCK UP FOR LUNCH!
DO YOU HONESTLY THINK THAT ALL THEIR PROBLEMS HAVE BEEN SOLVED??
HOW POORLY YOU ESTIMATE THE SINISTER SIDE OF FATE!!!
THE SWINE IS COMING!


CAPT. AMERICA
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30¢
206
FEB
02453
CAPTAIN AMERICA
AND
THE FALCON
TRAPPED IN THE DOMAIN OF
"THE SWINE!"
A SOUL-SEARING THRILLER!
PRISON OF DEATH!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

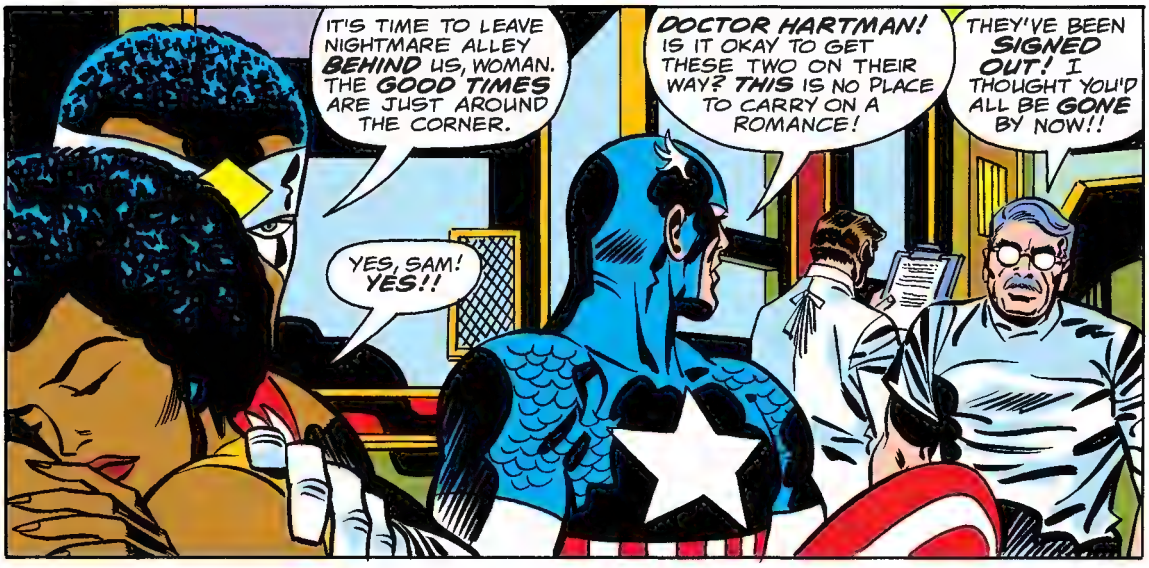
Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

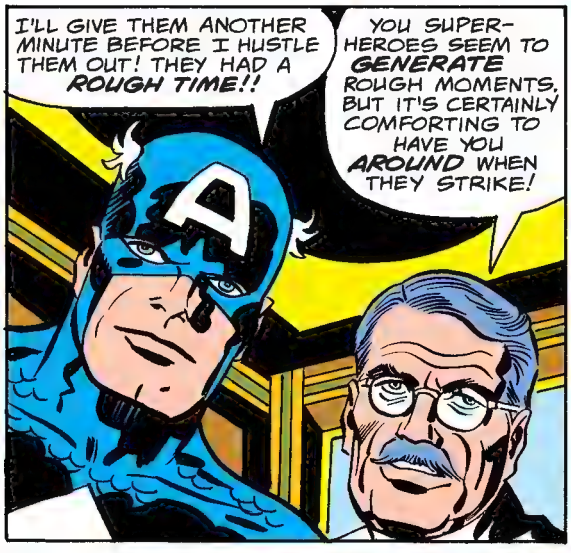
EDITED, WRITTEN & DRAWN BY:	INKED BY:	LETTERED BY:	COLORED BY:	PEEKED AT BY:
JACK KIRBY	F. GIACOIA	J. NOVAK	P. GOLDBERG	A. GOODWIN

AFTER RECOVERING FROM THE PSYCHOLOGICAL **BACKLASH** OF A BIZARRE ADVENTURE, THE FALCON IS REUNITED WITH LEILA IN A **SHIELD** HOSPITAL WHERE MINDS ARE MENDED AND HUMAN SPIRITS ARE BROUGHT **BACK** FROM THE ABYSS OF DESPAIR. IN STARK CONTRAST TO THIS HOUSE OF HEALING, FAR AWAY THERE IS A PLACE WHERE SPIRITS ARE **CRUSHED** AND **BROKEN**, WHERE VICTIMS **PLEAD** FOR DEATH--A PLACE WHERE **CAPTAIN AMERICA** WILL FIND HIMSELF--

FACE TO FACE WITH THE SWINE!

LEILA! W-WE'RE WELL!! WE KNOW WHERE WE'RE AT!! WE'RE YOU AND ME!
A LITTLE BRAIN-WASHING DOESN'T LAST FOREVER!! YOU'VE BOTH GOT YOUR HEADS STRAIGHT, NOW!!
I-IT'S LIKE RUSHING INTO THE SUNLIGHT AFTER RIDING THROUGH A DARK TUNNEL!!
HI, FALCON! HI, BIG SAM WILSON!


IT'S TIME TO LEAVE NIGHTMARE ALLEY BEHIND US, WOMAN. THE GOOD TIMES ARE JUST AROUND THE CORNER.
YES, SAM! YES!!
DOCTOR HARTMAN! IS IT OKAY TO GET THESE TWO ON THEIR WAY? THIS IS NO PLACE TO CARRY ON A ROMANCE!
THEY'VE BEEN SIGNED OUT! I THOUGHT YOU'D ALL BE GONE BY NOW!!


I'LL GIVE THEM ANOTHER MINUTE BEFORE I HUSTLE THEM OUT! THEY HAD A ROUGH TIME!!
YOU SUPER-HEROES SEEM TO GENERATE ROUGH MOMENTS, BUT IT'S CERTAINLY COMFORTING TO HAVE YOU AROUND WHEN THEY STRIKE!

NOT TO EVERYONE, DOCTOR! WE DRAW OUR SHARE OF BRICKBATS... SOMETIMES, FROM THOSE INVOLVED WITH OUR HEARTS AND LIVES -- THOSE WHO MUST LIVE WITH THE FEARS THAT GROW FROM THE DANGERS IN OUR WORK.

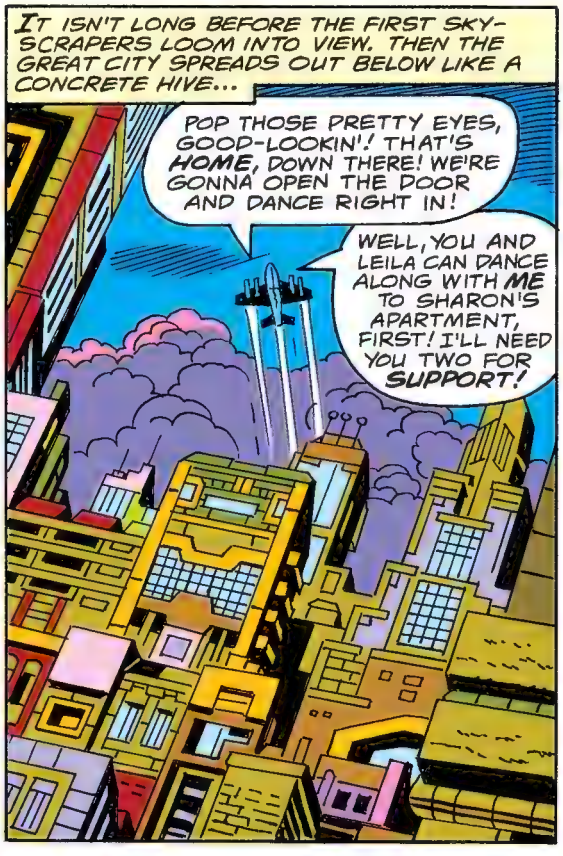
I UNDERSTAND, SON. I'VE SEEN YOU IN ACTION, REMEMBER?
HOWEVER, LEILA AND THE FALCON HAVE WEATHERED THE WORST!
I'M THINKING OF A GIRL NAMED SHARON, DOC. HER THOUGHTS ARE RATHER GLOOMY ON THE SUBJECT.

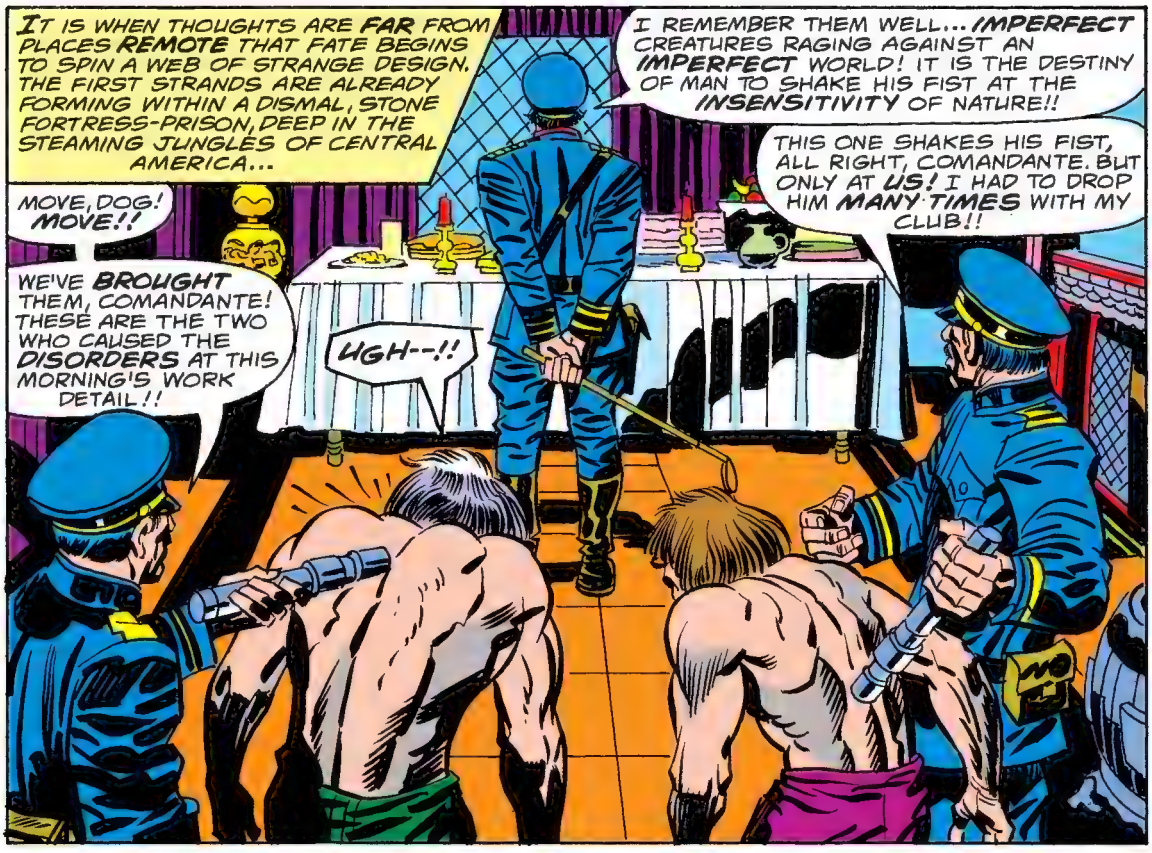
NONSENSE! TRUE LOVE WILL SURMOUNT ANY TRIAL!
NOW, TAKE OFF! AND GOOD LUCK TO THE LOT OF YOU!
THANK YOU, DOCTOR!
WE'RE GONNA SHAKE UP THE REAL WORLD AND MAKE IT ROLL OUR WAY, CHICK!

SOON AFTER, AT A SHIELD AIRPORT, A SMALL JET ROARS DOWN A RUNWAY AND STREAKS FOR THE SKY...
BIG APPLE, HERE WE COME! LISTEN, YOU TWO! WE OWE OURSELVES A HIGH OLD TIME AS HOMECOMING HEROES!
ALL RIGHT!!! WELL SPOKEN AND WELL TAKEN, M'MAN!! WE'VE GOT IDEAS, YOU'VE GOT IDEAS--SO LET'S TRADE AND LIVE!

OH, SAM! IT'S ALL COMING BACK, ISN'T IT?! I CAN FEEL THE JOY SEEPING IN! I--I CAN ALMOST SEE THE LIGHTS AND HEAR THE MUSIC!
GET THOSE CORNY LYRICS, CAP. I DON'T THINK SHE'S RECOVERED YET.
HEY! WHAT ARE YOU THINKING ABOUT?
SHARON.
WOMAN TROUBLE! I BET HE'D RATHER TANGLE WITH THE RED SKULL!

SHARON'S NO PROBLEM. I KNOW SHE'S JUST AS CRAZY ABOUT THIS TEAM AS I AM!!
UH-UH, LITTLE MOMMA. SHE'S DOWN ON THE SUPER-HERO BUSINESS.
OH, SHARON WILL TURN AROUND. A FEW LAUGHS WILL DO IT...


IT ISN'T LONG BEFORE THE FIRST SKY-SCRAPERS LOOM INTO VIEW. THEN THE GREAT CITY SPREADS OUT BELOW LIKE A CONCRETE HIVE...
POP THOSE PRETTY EYES, GOOD-LOOKIN'! THAT'S HOME, DOWN THERE! WE'RE GONNA OPEN THE DOOR AND DANCE RIGHT IN!
WELL, YOU AND LEILA CAN DANCE ALONG WITH ME TO SHARON'S APARTMENT, FIRST! I'LL NEED YOU TWO FOR SUPPORT!

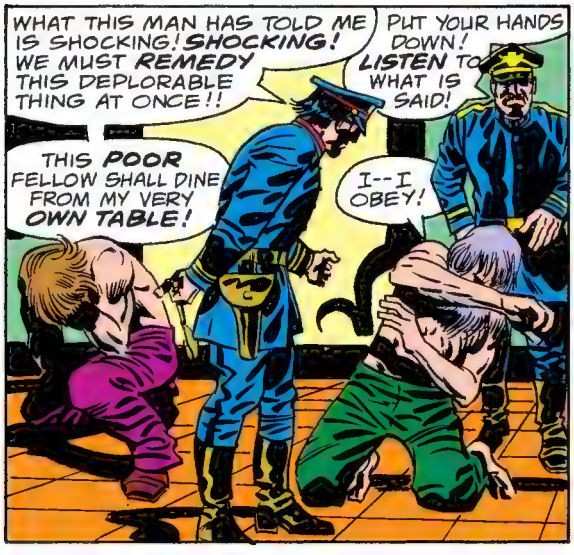

IT IS WHEN THOUGHTS ARE FAR FROM PLACES REMOTE THAT FATE BEGINS TO SPIN A WEB OF STRANGE DESIGN. THE FIRST STRANDS ARE ALREADY FORMING WITHIN A DISMAL, STONE FORTRESS-PRISON, DEEP IN THE STEAMING JUNGLES OF CENTRAL AMERICA...
I REMEMBER THEM WELL... IMPERFECT CREATURES RAGING AGAINST AN IMPERFECT WORLD! IT IS THE DESTINY OF MAN TO SHAKE HIS FIST AT THE INSENSITIVITY OF NATURE!!
THIS ONE SHAKES HIS FIST, ALL RIGHT, COMANDANTE. BUT ONLY AT US! I HAD TO DROP HIM MANY TIMES WITH MY CLUB!!
MOVE, DOG! MOVE!!
WE'VE BROUGHT THEM, COMANDANTE! THESE ARE THE TWO WHO CAUSED THE DISORDERS AT THIS MORNING'S WORK DETAIL!!
UGH--!!

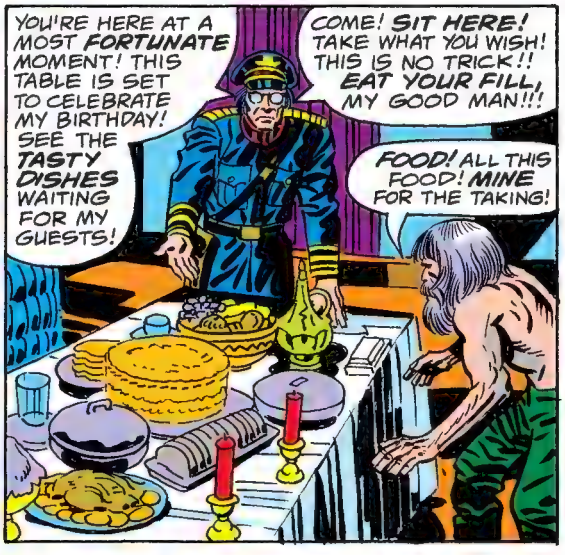
THE COMANDANTE TURNS TO STUDY THE PRISONERS. HIS FACE BELIES HIS WORDS. IT IS HARDLY A BADGE OF COMPASSION...
HE SHOUTS AND CURSES, COMANDANTE! HE DOES NOT LIKE THIS, HE DOES NOT LIKE THAT! HE SOON HAS THE OTHERS SHOUTING WITH HIM!
WHY, THAT'S MOST SURPRISING! HE DOESN'T LOOK LIKE A TROUBLEMAKER!

DON'T FENCE WITH US, YOU SWINE! YOU KNOW WE'VE BEEN STARVED!
WE'RE HUNGRY! HUNGRY!
I-IT'S TRUE, EXCELLENCY. THE FEW SCRAPS OF FOOD WE ARE GIVEN WOULD NOT NOURISH A FLEA!
WE GROW WEAKER EACH DAY!

LOOK AT US, YOUR HONOR! WE CAN BARELY STAND! OUR STOMACHS SHRIVEL! THE MARROW DRIES IN OUR BONES!
WE ONLY CRY OUT FOR FOOD!! FOOD!!
IT'S USELESS TO BEG FROM THAT SWINE! STAND UP! GET OFF YOUR KNEES!

AT THAT MOMENT, THE COMANDANTE'S SWAGGER STICK LASHES OUT MERCILESSLY!
YOU PRESS YOUR LUCK TOO FAR, MY FRIEND. INTERRUPT NO FURTHER!
--UKK!
THNNK!


WHAT THIS MAN HAS TOLD ME IS SHOCKING! SHOCKING! WE MUST REMEDY THIS DEPLORABLE THING AT ONCE!!
PUT YOUR HANDS DOWN! LISTEN TO WHAT IS SAID!
THIS POOR FELLOW SHALL DINE FROM MY VERY OWN TABLE!
I--I OBEY!


YOU'RE HERE AT A MOST FORTUNATE MOMENT! THIS TABLE IS SET TO CELEBRATE MY BIRTHDAY! SEE THE TASTY DISHES WAITING FOR MY GUESTS!
COME! SIT HERE! TAKE WHAT YOU WISH! THIS IS NO TRICK!! EAT YOUR FILL, MY GOOD MAN!!!
FOOD! ALL THIS FOOD! MINE FOR THE TAKING!

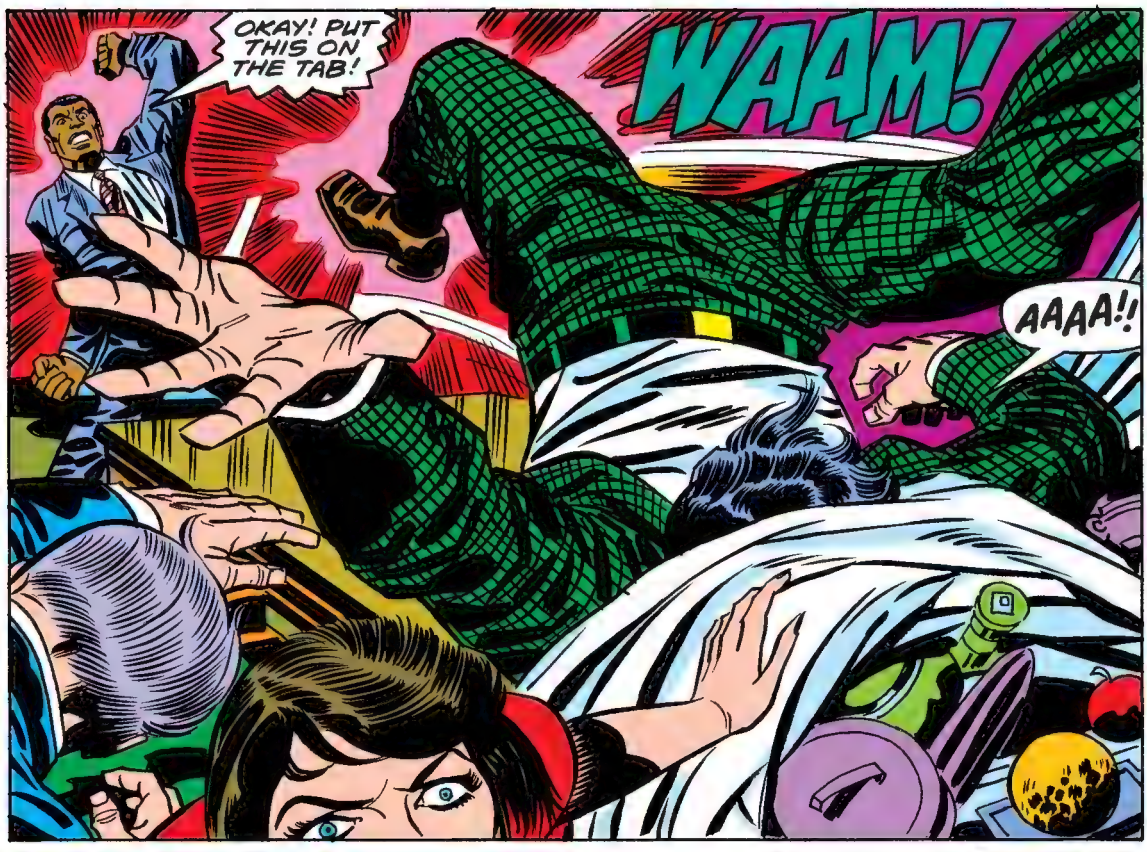
THE INMATE RESPONDS TO HIS PANGS OF HUNGER! LIKE A DESPERATE ANIMAL, HE RUSHES TO THE TABLE AND GRASPS AT EVERY MORSEL IN SIGHT! HIS HANDS ARE CONTINUALLY FILLED, HIS MOUTH IN CONTINUAL MOTION...
DON'T FORGET THE WINE. IT'S VERY GOOD WINE!
MMPHFF! MMPHFF!

THANK YOU! THANK YOU!
AND FRUIT! YOU MUSTN'T NEGLECT THE FRUIT!
SOUP! GOOD SOUP!!
REMEMBER, YOU CAN HAVE ANYTHING ON THIS TABLE!

MEANWHILE, IN NEW YORK, OTHER STRANDS OF FATE'S WEB ARE WOVEN AND ANCHORED IN SMILE AND JEST AND THE SPARKLE OF THE NIGHT...
--FINALLY GOT YOUR ORDER, FOLKS! IT'S A BUSY NIGHT!
WE UNDERSTAND, FELIX. MMM, SMELLS GOOD!
I THOUGHT WE'D NEVER BE SERVED!
THE MANAGEMENT WOULD BEND THE RULES A BIT IF THEY KNEW THEY HAD FAMOUS GUESTS--
--BUT IT ISN'T FAIR TO CASH IN ON STEVE AND SAM THAT WAY!
OH, HUSH UP, MOMMA! STOP CHATTIN' AND START CHOMPIN'!
YOU CAN'T GET THIS KIND OF MENU IN THE FIELD!! I'D GIVE ANYTHING TO TACKLE A POWER-MAD CHEF, WHOSE CHIEF WEAPON IS A TWENTY-COURSE GOURMET DINNER!
I WOULDN'T JOKE ABOUT THE PEOPLE YOU MEET IN YOUR BUSINESS. THEY'RE INVARIABLY INCLINED TO MASS MURDER!
I--I'M SORRY. BUT STEVE DID BRING UP THE SUBJECT...
IT SURE IS HARD TO KEEP IT OUT OF THE CONVERSATION, ISN'T IT, SHARON HONEY!?
LEILA--!
OF COURSE, I'D BE DELIGHTED IF SAM, HERE, TAUGHT SCHOOL OR DELIVERED MILK. BUT, I'LL TAKE HIM AS HE IS--EVEN IF HE DOES GO OFF TO SAVE THE WORLD TWICE A WEEK!!
KNOW WHAT I'M READY FOR? A BIG SLAB OF APPLE PIE WITH TWO SCOOPS OF ICE CREAM RIDING SHOTGUN!
FELIX! REMEMBER, THAT DESSERT I TALKED TO YOU ABOUT!?! --"THE BIG A"?
AH, YES, SEÑOR WILSON-- "THE BIG A," WITH THE ICE CREAM SHOTGUN!

AS THE WAITER CHATS WITH SAM, TWO MEN SUDDENLY RISE FROM THEIR TABLE...
PUT THREE SCOOPS ON IT, FELIX! IT'S BEEN A LONG TIME BETWEEN DESSERTS.
SÍ, MISTER WILSON! I GET ON THE BALL, RIGHT NOW!
YOU STAY WHERE YOU ARE, FELIX GARCIA. THIS TIME, YOU GO OUR WAY!--BACK TO THE PRISON AT RIO DE MUERTE!
RIO DE MUERTE! NO! NO!!--NOT BACK TO THAT PLACE--AND THE SWINE!
WHAT IN HEAVEN'S NAME--?!
HEY! THOSE TWO DUDES ARE PUNCHING OUT FELIX! WE'VE GOT TO--
THEY'RE EVIDENTLY POLICEMEN--AND FELIX IS RESISTING ARREST!
HAHAHA! THE COMANDANTE IS WAITING FOR YOU, DOG!
STEVE! WAIT! DON'T!
NO! NO!
DO AS YOU'RE TOLD!
ONE OF THOSE BIRDS HAS PULLED A GUN! THERE'S NO NEED FOR THAT!
STASH THE HEATER, PANCHO! YOU'RE IN A CROWDED RESTAURANT! WHAT'S THIS ALL ABOUT!!?
THIS IS NONE OF YOUR AFFAIR, SEÑOR! RETURN TO YOUR TABLE!
I SAY KEEP YOUR DISTANCE!
OR PERHAPS MY PISTOL SHOULD SPEAK FOR ME!
THAT'S WHAT I FIGURED, PANCHO!

SUDDENLY, WITH COBRA SPEED...
BAM!
I DON'T LIKE DUDES WHO USE THIS KIND OF LANGUAGE! SO I'LL SHORTEN YOUR SPEECH!
Y-YOU INSOLENT DOG!! I'LL--!!
THEN...
UHH!
KRAK!
THAT DID IT!
SCREAMS AND PANIC FOLLOW IN THE WAKE OF THE ENSUING ACTION!!
LOOK OUT, SAM! HIS FRIEND'S GOT A WEAPON, TOO!
POW!
CRAZY FOOL!! FIRING THAT PIECE IN A PUBLIC PLACE!
STEVE REACHES THE MAN! HE QUICKLY GRASPS HIS PISTOL-ARM AND WHIPS HIM OFF HIS FEET!!!
BAM!
I'LL TAKE THAT GUN!
--AND I'LL TAKE HIM!
Y'GOTTA LEARN TO CONTROL YOUR KILLING-HABITS, MISTER!! ESPECIALLY IN THE PRESENCE OF LADIES!
OUR CAPTIVE HAS ESCAPED! YOU TWO SHALL PAY FOR THIS!

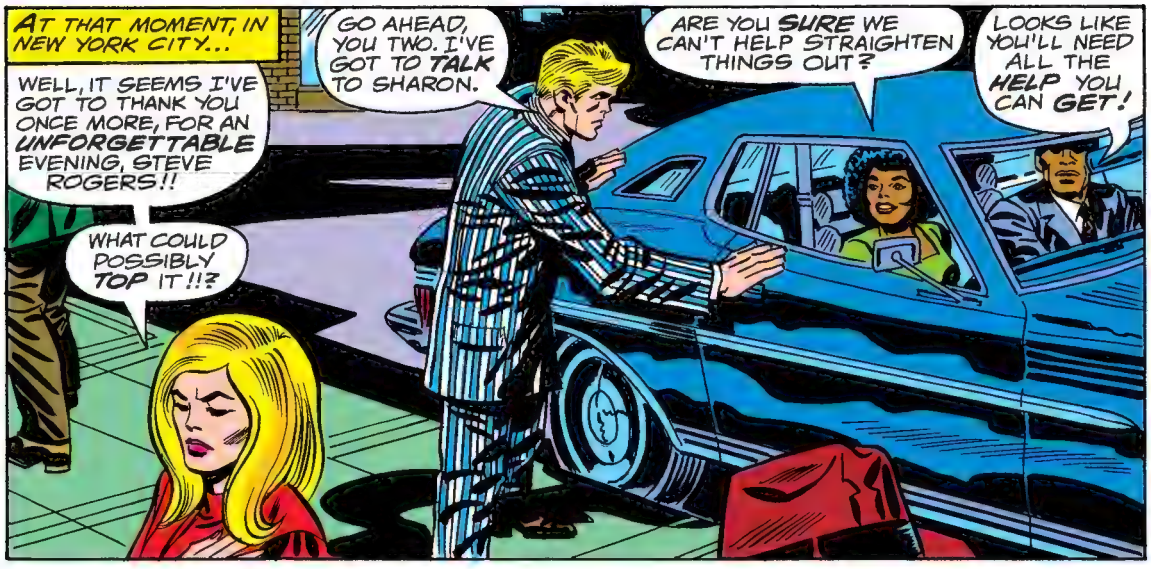

OKAY! PUT THIS ON THE TAB!
WAAM!
AAAA!!

MEANWHILE, BELOW THE BORDER, NEAR A JUNGLE STREAM CALLED RIO DE MUERTE, THE "RIVER OF DEATH"...
I--I CAN'T EAT ANY MORE! I--I'M IN PAIN! M-MY INNARDS ARE TWISTED INTO KNOTS!!
THE PAIN WILL PASS! HAVE SOME FRUIT!
UHHHHHH!

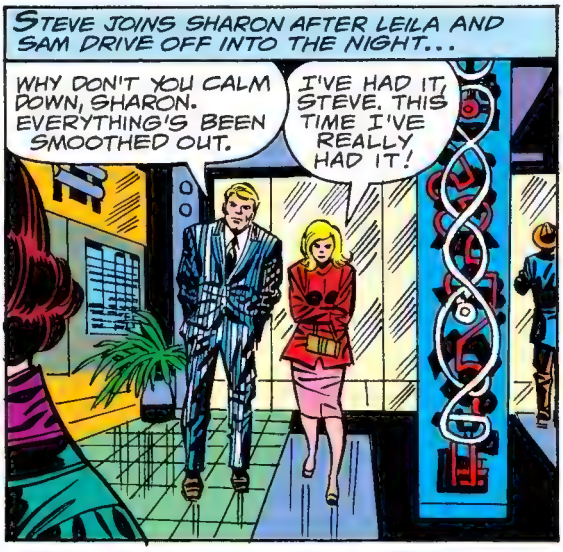
I--I CAN'T! THE PAIN! THE PAIN!!
PERHAPS SOME LIQUID REFRESHMENT WILL HELP! DRINK IT! ALL OF IT!!
YOU'LL NOT WALK AWAY FROM THE TABLE OF THE COMANDANTE WITHOUT EATING ALL YOUR MISERABLE HIDE CAN HOLD!

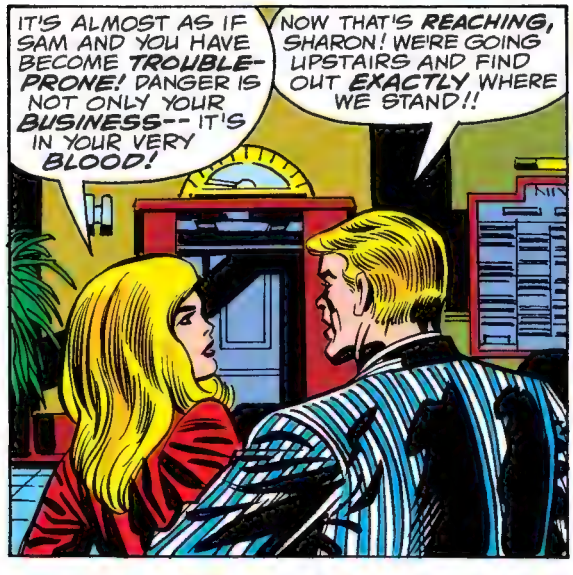
THE INMATE TEARS HIMSELF FREE. HE CLAWS AT THE TABLE AS CONSTRICTING PAIN CAUSES HIS BODY TO JERK WITH SPASMS!! HE SLIPS INTO UNCONSCIOUSNESS, NEVER REALIZING THAT THIS HAS BEEN HIS FINAL MEAL...
THEN, HIS STRUGGLES CEASE. DEATH COMES, AND, IN THE SILENCE THAT FOLLOWS, THE COMANDANTE CALMLY FINISHES THE REST OF THE WINE...
POOR WRETCH! I DID MY BEST FOR HIM!
BUT, IT WAS FOOLISH TO SHOWER SUCH AN ANIMAL WITH KINDNESS! HE MADE A MESS OF THIS ROOM AND DIED IN THE PROCESS!!
THAT'S A LIE! YOU KILLED HIM, SWINE! YOU DELIBERATELY KILLED HIM!
WHAT WAS THAT!!?
YOU KILLED HIM! YOU KNEW WHAT WOULD HAPPEN WHEN HE JAMMED ALL THAT FOOD INTO HIS STARVED AND SHRUNKEN STOMACH!!
SILENCE!
WHAT THEY SAY ABOUT YOU IS TRUE! EVERYWHERE IN THIS TERRITORY THEY TALK OF HECTOR SANTIAGO-- THE SWINE!!
YOU SHALL DIE WITH THAT NAME ON YOUR LIPS!
GUARDS! STAND CLEAR OF THAT MAN!! CAN'T YOU SEE THAT HE'S CARRYING THE PLAGUE!!?
WAM!

TAKE THESE CORPSES OUT AND CLOSE THEIR FILES!! AND HAVE THIS ROOM CLEANED!
SÍ, COMANDANTE! IT SHALL BE DONE AT ONCE!
ER, EXCUSE ME, COMANDANTE. ABOUT YOUR BIRTHDAY DINNER--IT'S--
PUT THE COOKS AND SERVERS TO WORK. I EXPECT TO SEE THAT TABLE RESET IN TIME FOR DINNER!
HECTOR SANTIAGO STRIDES FORWARD INTO THE JUNGLE SUN, ON A TOUR THROUGH HIS GRIM DOMAIN...
MERCY! MERCY! I CAN'T TAKE MUCH MORE OF THIS!!
THIS LOAD-- I-IT'S BREAKING MY BACK!!
WORK FASTER! HE'S WATCHING!
A THOUSAND GLAZED EYES FOLLOW THE COMANDANTE AS HE PASSES. A STRONG SCENT OF HATRED RISES AND HANGS IN THE STIFLING HEAT...
IT'S THE SWINE, HIMSELF! HOW I'D LIKE TO--!!
HAH! WE'D ALL LIKE TO KILL HIM! BUT WE'D ONLY EARN A SLOW AND PAINFUL DEATH!
NOT SO! THE GUARDS HATE HIM AS MUCH AS WE! THEY WOULD DO NOTHING IF WE WERE TO RUSH THE SWINE-- AND KILL HIM!!
STOP DREAMING! THERE'S NOT ONE AMONG US WITH THE SPIRIT TO STRIKE THE FIRST BLOW!!

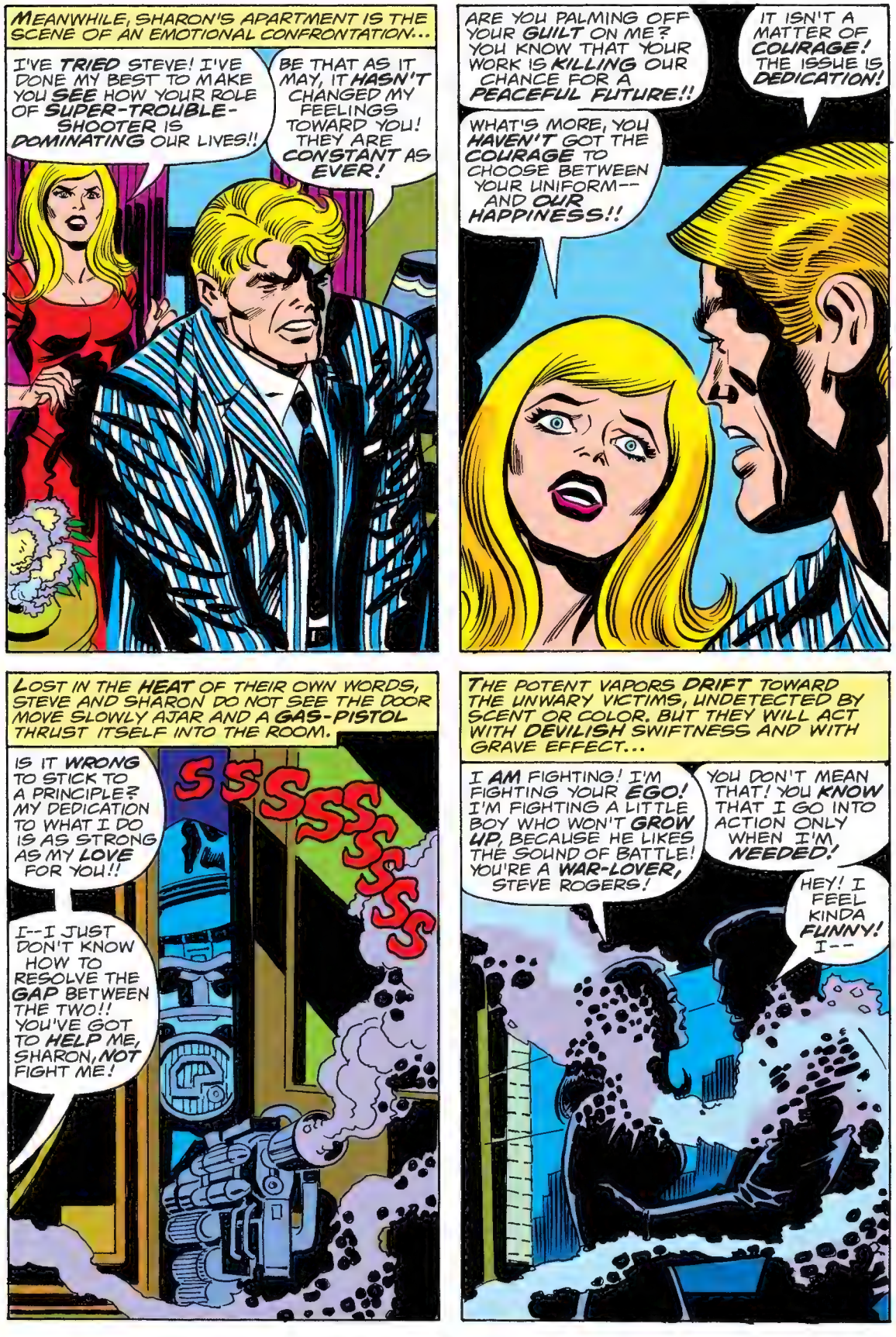

AT THAT MOMENT, IN NEW YORK CITY...
WELL, IT SEEMS I'VE GOT TO THANK YOU ONCE MORE, FOR AN UNFORGETTABLE EVENING, STEVE ROGERS!!
WHAT COULD POSSIBLY TOP IT!!?
GO AHEAD, YOU TWO. I'VE GOT TO TALK TO SHARON.
ARE YOU SURE WE CAN'T HELP STRAIGHTEN THINGS OUT?
LOOKS LIKE YOU'LL NEED ALL THE HELP YOU CAN GET!

I'M SORRY ABOUT WHAT HAPPENED, MAN. I'M TRULY SORRY... BUT WHEN THOSE TWO GOONS STARTED OPERATING, IT WAS DISASTER TIME!
FORGET IT, CHUM! LET'S CHALK IT UP AS AN INTER-NATIONAL INCIDENT, WITH-OUT A SERIOUS CASUALTY.
WE'LL SETTLE FOR THAT. GOODNIGHT, STEVE.

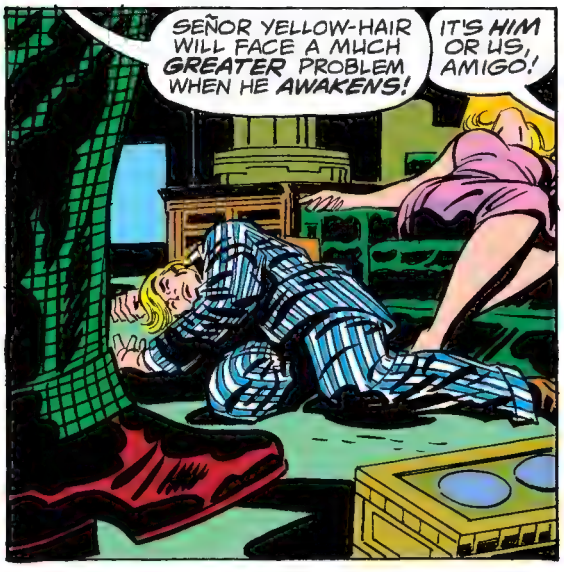

STEVE JOINS SHARON AFTER LEILA AND SAM DRIVE OFF INTO THE NIGHT...
WHY DON'T YOU CALM DOWN, SHARON. EVERYTHING'S BEEN SMOOTHED OUT.
I'VE HAD IT, STEVE. THIS TIME I'VE REALLY HAD IT!

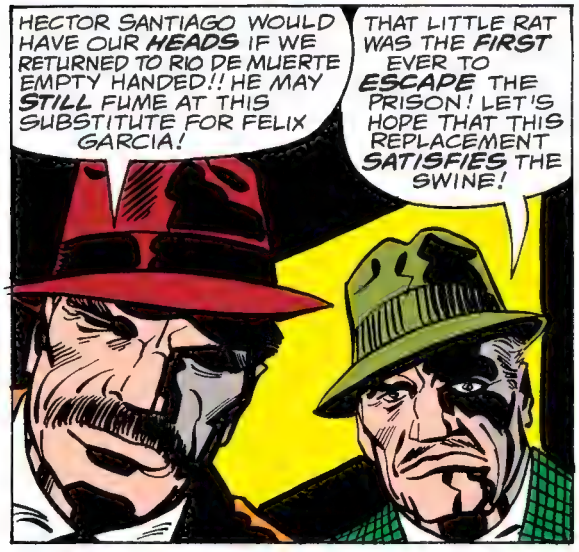

IT'S ALMOST AS IF SAM AND YOU HAVE BECOME TROUBLE-PRONE! DANGER IS NOT ONLY YOUR BUSINESS-- IT'S IN YOUR VERY BLOOD!
NOW THAT'S REACHING, SHARON! WE'RE GOING UPSTAIRS AND FIND OUT EXACTLY WHERE WE STAND!!

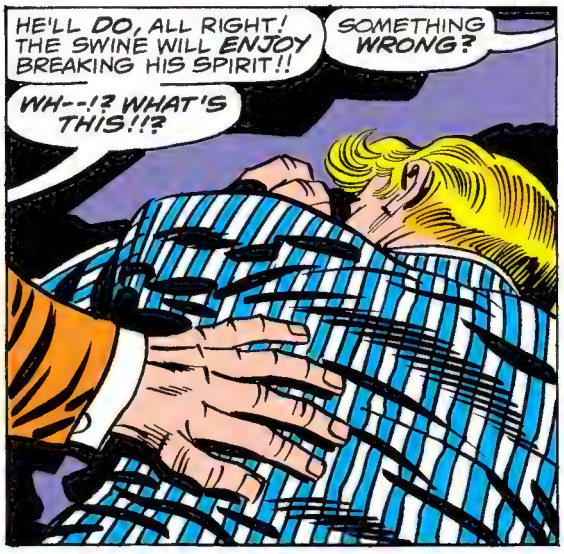
BUT STEVE AND SHARON ARE UNAWARE THAT THEY'VE BEEN FOLLOWED...
THE BIG BLACK DROVE AWAY. TOO BAD. HE'S THE ONE WE SHOULD BE AFTER--BUT YELLOW-HAIR WILL DO AS WELL.
WE'VE GOT TO BRING BACK A PRISONER IN PLACE OF GARCIA! NOW THAT HE'S SLIPPED THROUGH OUR FINGERS!


MEANWHILE, SHARON'S APARTMENT IS THE SCENE OF AN EMOTIONAL CONFRONTATION...
I'VE TRIED STEVE! I'VE DONE MY BEST TO MAKE YOU SEE HOW YOUR ROLE OF SUPER-TROUBLE-SHOOTER IS DOMINATING OUR LIVES!!
BE THAT AS IT MAY, IT HASN'T CHANGED MY FEELINGS TOWARD YOU! THEY ARE CONSTANT AS EVER!
ARE YOU PALMING OFF YOUR GUILT ON ME? YOU KNOW THAT YOUR WORK IS KILLING OUR CHANCE FOR A PEACEFUL FUTURE!!
IT ISN'T A MATTER OF COURAGE! THE ISSUE IS DEDICATION!
WHAT'S MORE, YOU HAVEN'T GOT THE COURAGE TO CHOOSE BETWEEN YOUR UNIFORM-- AND OUR HAPPINESS!!
LOST IN THE HEAT OF THEIR OWN WORDS, STEVE AND SHARON DO NOT SEE THE DOOR MOVE SLOWLY AJAR AND A GAS-PISTOL THRUST ITSELF INTO THE ROOM.
IS IT WRONG TO STICK TO A PRINCIPLE? MY DEDICATION TO WHAT I DO IS AS STRONG AS MY LOVE FOR YOU!!
I--I JUST DON'T KNOW HOW TO RESOLVE THE GAP BETWEEN THE TWO!! YOU'VE GOT TO HELP ME, SHARON, NOT FIGHT ME!
SSSSSSSSS
THE POTENT VAPORS DRIFT TOWARD THE UNWARY VICTIMS, UNDETECTED BY SCENT OR COLOR. BUT THEY WILL ACT WITH DEVILISH SWIFTNESS AND WITH GRAVE EFFECT...
I AM FIGHTING! I'M FIGHTING YOUR EGO! I'M FIGHTING A LITTLE BOY WHO WON'T GROW UP, BECAUSE HE LIKES THE SOUND OF BATTLE! YOU'RE A WAR-LOVER, STEVE ROGERS!
YOU DON'T MEAN THAT! YOU KNOW THAT I GO INTO ACTION ONLY WHEN I'M NEEDED!
HEY! I FEEL KINDA FUNNY! I--

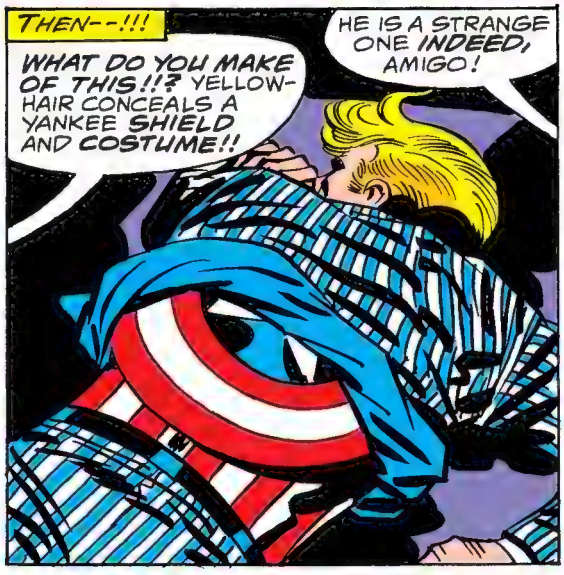
THERE IS NO TIME FOR ALARM OR ACTION. THE VOICES OF STEVE AND SHARON ARE SUDDENLY STILLED AS THE INTRUDERS INVADE THE ROOM...
THUMP!
IT'S DONE! THEY'VE PASSED OUT!
LET'S GET TO WORK!

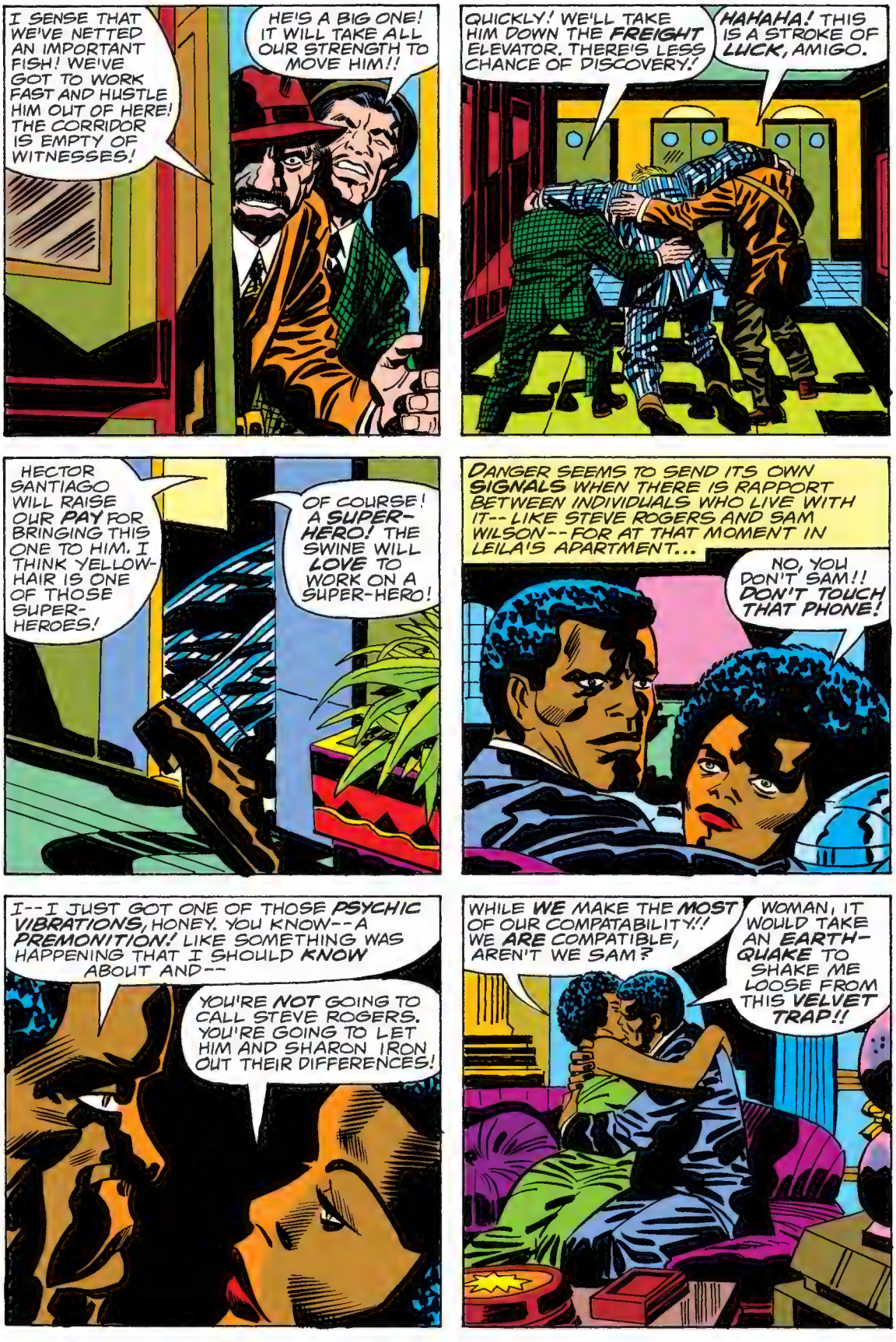

SEÑOR YELLOW-HAIR WILL FACE A MUCH GREATER PROBLEM WHEN HE AWAKENS!
IT'S HIM OR US, AMIGO!


HECTOR SANTIAGO WOULD HAVE OUR HEADS IF WE RETURNED TO RIO DE MUERTE EMPTY HANDED!! HE MAY STILL FUME AT THIS SUBSTITUTE FOR FELIX GARCIA!
THAT LITTLE RAT WAS THE FIRST EVER TO ESCAPE THE PRISON! LET'S HOPE THAT THIS REPLACEMENT SATISFIES THE SWINE!


HE'LL DO, ALL RIGHT! THE SWINE WILL ENJOY BREAKING HIS SPIRIT!!
SOMETHING WRONG?
WH--!? WHAT'S THIS!!?

STRANGE! THERE'S A HARDNESS BENEATH HIS JACKET! CAN THIS HOMBRE BE WEARING AN ARMORED VEST?
ROLL UP THE JACKET! LET'S HAVE A LOOK!


THEN--!!!
WHAT DO YOU MAKE OF THIS!!? YELLOW-HAIR CONCEALS A YANKEE SHIELD AND COSTUME!!
HE IS A STRANGE ONE INDEED, AMIGO!


I SENSE THAT WE'VE NETTED AN IMPORTANT FISH! WE'VE GOT TO WORK FAST AND HUSTLE HIM OUT OF HERE! THE CORRIDOR IS EMPTY OF WITNESSES!
HE'S A BIG ONE! IT WILL TAKE ALL OUR STRENGTH TO MOVE HIM!!
QUICKLY! WE'LL TAKE HIM DOWN THE FREIGHT ELEVATOR. THERE'S LESS CHANCE OF DISCOVERY!
HAHAHA! THIS IS A STROKE OF LUCK, AMIGO.
HECTOR SANTIAGO WILL RAISE OUR PAY FOR BRINGING THIS ONE TO HIM. I THINK YELLOW-HAIR IS ONE OF THOSE SUPER-HEROES!
OF COURSE! A SUPER-HERO! THE SWINE WILL LOVE TO WORK ON A SUPER-HERO!
DANGER SEEMS TO SEND ITS OWN SIGNALS WHEN THERE IS RAPPORT BETWEEN INDIVIDUALS WHO LIVE WITH IT--LIKE STEVE ROGERS AND SAM WILSON--FOR AT THAT MOMENT IN LEILA'S APARTMENT...
NO, YOU DON'T SAM!! DON'T TOUCH THAT PHONE!
I--I JUST GOT ONE OF THOSE PSYCHIC VIBRATIONS, HONEY. YOU KNOW--A PREMONITION! LIKE SOMETHING WAS HAPPENING THAT I SHOULD KNOW ABOUT AND--
YOU'RE NOT GOING TO CALL STEVE ROGERS. YOU'RE GOING TO LET HIM AND SHARON IRON OUT THEIR DIFFERENCES!
WHILE WE MAKE THE MOST OF OUR COMPATABILITY!! WE ARE COMPATIBLE, AREN'T WE SAM?
WOMAN, IT WOULD TAKE AN EARTH-QUAKE TO SHAKE ME LOOSE FROM THIS VELVET TRAP!!

THUS, FATE'S WEB IS SPUN. THUS, THE SPIDER AWAITS THE COMING OF THE FLY...
COMANDANTE! I CAN DO NOTHING WITH THIS ONE!
HE FEIGNS, FATIGUE, NO DOUBT.
HE CLAIMS THAT HE WANTS A LIGHTER TASK. HE CANNOT CONTINUE WITH THIS ONE!
OF COURSE! IT'S QUITE UNDER-STANDABLE!
THE STONES GROW HEAVIER, EXCELLENCY. I CAN NO LONGER CARRY THEM.
THE MAN WANTS LIGHTER WORK! WHY, THEN, HE SHALL HAVE IT!!
I'M CERTAIN, YOU CAN PUSH THIS SMALL FRUIT, FELLOW.
HE SHALL PUSH IT WITH HIS NOSE! TEN MILES EACH DAY, FOR A MONTH!! AND, IF HE PROTESTS, THEN RETURN HIM TO THE BOULDERS!
HAHAHAHA! HE'LL WEAR HIS NOSE DOWN IN A WEEK!! HAHAHA!
AND, OBSERVING NEARBY--
HECTOR, THE SWINE TRULY EARNS HIS NAME! ONLY SATAN HIMSELF COULD MATCH HIS SENSE OF HUMOR!
THERE IS A DEVIL INSIDE HIM, ALL RIGHT.
A DEVIL OF A WOMAN!
NO! IT IS FEAR AND HATE THAT DRIVES THE SWINE! BUT THE WOMAN HELPS! SHE FANS THE FIRES THAT WILL SOMEDAY DESTROY HIM!
AND TO THINK THAT HECTOR HAS SUCH A DESTROYER IN HIS VERY OWN FAMILY...
I WONDER HOW SHE WILL FINALLY DO HIM IN!!?

DONNA MARIA! I WARNED YOU ABOUT TAKING THESE SUN-BATHS WITHIN SIGHT OF THE GUARDS AND INMATES!!
MY WORK AT THE ADMINISTRATIVE OFFICE IS DONE FOR THE DAY, COUSIN. SO, I RELAX WHERE I CHOOSE!
YOU DO THIS REPEATEDLY, AGAINST MY WISHES! DO YOU FORGET WHO GOT YOU THIS JOB? IS THIS HOW YOU REPAY A BENEFACTOR?--A MEMBER OF YOUR OWN FAMILY?
DON'T CRY, HECTOR! AND DON'T BULLY ME! I'M NOT ONE OF THE SHEEP WHO SERVE YOU HERE!
AND I'M NOT A PATIENT MAN, COUSIN! MY WORD IS LAW IN THIS PLACE!
I KNOW IT WELL, HECTOR. I KNOW HOW YOU USE IT TO AMUSE YOURSELF WITH BROKEN SPIRITS!
IF YOU DISAPPROVE OF MY METHODS HERE, YOU ARE ALWAYS WELCOME TO LEAVE RIO DE MUERTE!!
NO, HECTOR! I'LL WAIT! I KNOW THAT A REAL MAN WILL ONE DAY COME HERE AMONG US TO BREAK YOU--AS YOU HAVE BROKEN OTHERS!!!
NEXT ISSUE: THE TIGER AND THE SWINE!

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AND
THE FALCON
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© 1976 MARVEL COMICS GROUP
THEY HUNT THE MOST DANGEROUS PREY OF ALL-- A SUPERHERO!
"THE TIGER AND THE SWINE!"

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

WRITTEN, DRAWN, AND EDITED BY **JACK KIRBY** | INKED BY: **FRANK GIACOIA** | LETTERER: **J. NOVAK** COLORS: **G. ROUSSOS** | CONSULTING EDITOR **ARCHIE GOODWIN**

SUPER-VILLAINS ARE **NOT** ALWAYS SPECTACULAR IN APPEARANCE, NOR ARE THEY ALWAYS MEN WITH DREAMS OF COSMIC EVIL. SOMETIMES THEY ARE CONTENT WITH **LESSER** SPOILS, AND WIELD THAT POWER THEY POSSESS TO SATISFY MORE PERSONAL DEMONS. AS FATE WOULD HAVE IT, THE TIME SEEMS RIPE TO MATCH CAPTAIN AMERICA, **SUPER ACTIVIST** IN THE BATTLE FOR HUMAN FREEDOM, AGAINST **HECTOR SANTIAGO, WHO BREAKS MEN'S SPIRITS!!**

READ IT NOW!! THE TIGER AND THE SWINE!!

THE TRANQUILIZING GAS HAS TAKEN THE FIGHT OUT OF OUR CAPTIVE!! HE RESTS AS PEACEFUL AS A KITTEN!!
WE SHOULD REACH THE PRISON AT RIO DE MUERTE BEFORE HE REGAINS HIS SENSES!!
THIS WILL BE A PRISONER THAT HECTOR SANTIAGO WILL TAKE APART WITH MUCHO GUSTO!

STEVE ROGERS LIES TIGHTLY BOUND IN A LIGHT PLANE DRONING ABOVE THE RIO DE MUERTE (RIVER OF DEATH) IN A LITTLE KNOWN AREA OF CENTRAL AMERICA...

BETTER THAT THE **SWINE** SHOULD DEAL WITH **THIS ONE**-- THAN WITH **US!**

HECTOR SANTIAGO DIDN'T EARN THAT NAME WITHOUT DEMONSTRATING HIS **TALENT** FOR TORTURE!! WE ARE FORTUNATE TO HAVE **CAPTURED** ROGERS!

THE **FOOL!** IF HE HADN'T INTERFERED WITH OUR ATTEMPT TO ARREST AN ESCAPEE FROM THE PRISON, HE WOULDN'T **BE** HERE!

ROGERS' MISFORTUNE IS OUR **SALVATION!** IT WOULD HAVE BEEN UNTHINKABLE TO RETURN TO THE SWINE WITHOUT A **PRISONER.**

WE'RE **NOT** THERE YET, YOU **CREEPS!**

STEVE'S FISTS CLENCH AND CAUSE A PRESSURE WHICH RELEASES A MINIATURE **FLAME DEVICE** ATTACHED TO HIS INNER SLEEVE. IT DROPS INTO HIS PALM AND ACTIVATES-- LITERALLY **BURNING AWAY** HIS BONDS...

MUST REMEMBER TO THANK **NICK FURY** FOR THIS GADGET.

BEFORE HIS CAPTORS BECOME AWARE OF THIS DEVELOPMENT, STEVE HAS **SNAPPED** HIS REMAINING RESTRAINTS AND IS **UPON** HIS HAPLESS QUARRY!!!

REVISE YOUR PLANS, BOYS!! I'M **CANCELLING** THIS FLIGHT!!

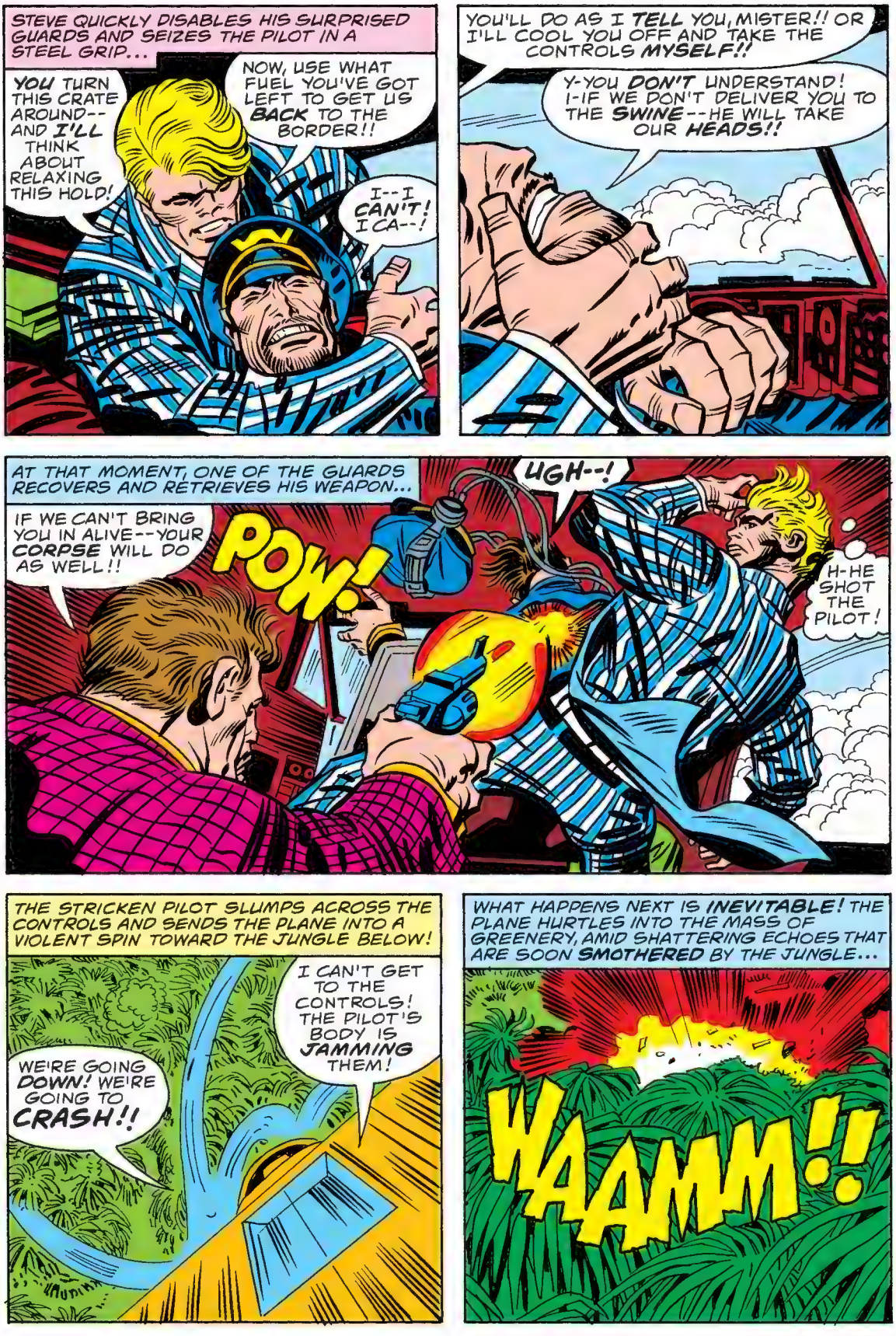
KRAK!

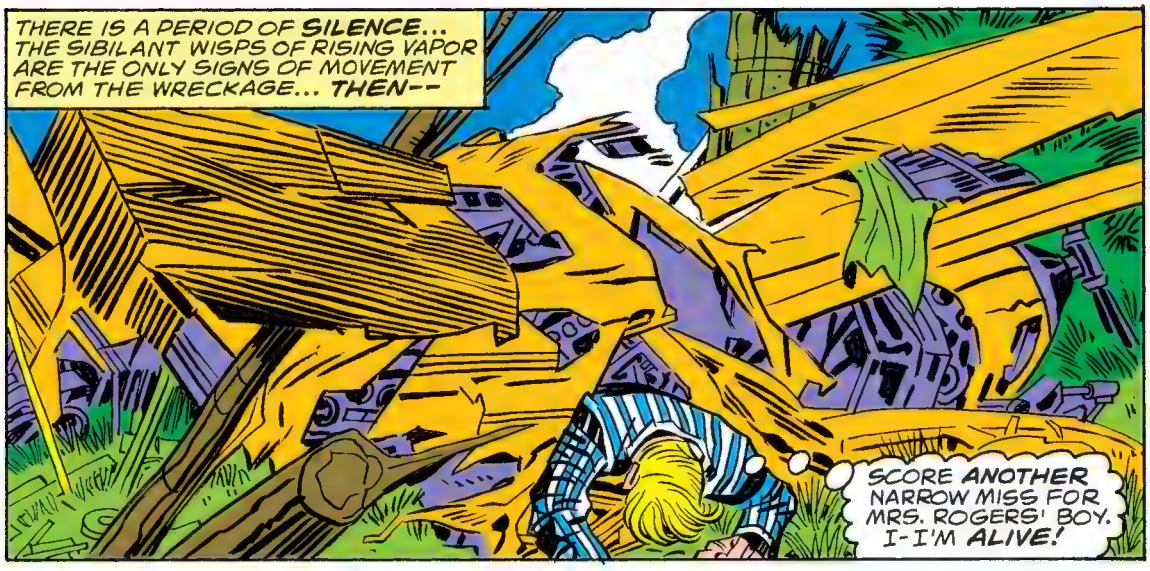
AAAA!!

STOP HIM!! STOP HIM!

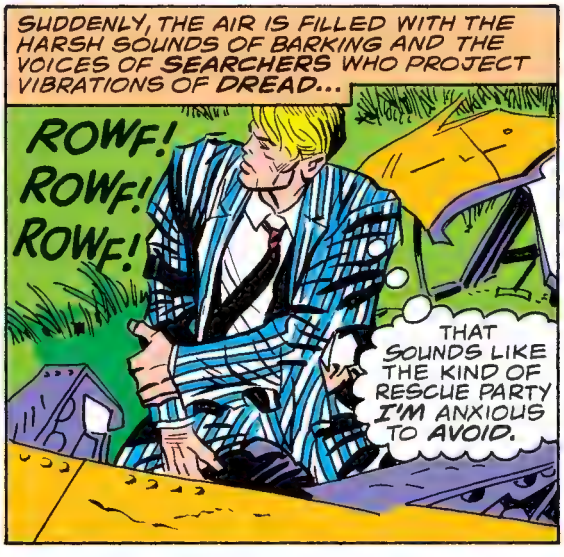
WHA--!?!? **UUMPHH!!**

SMASH!

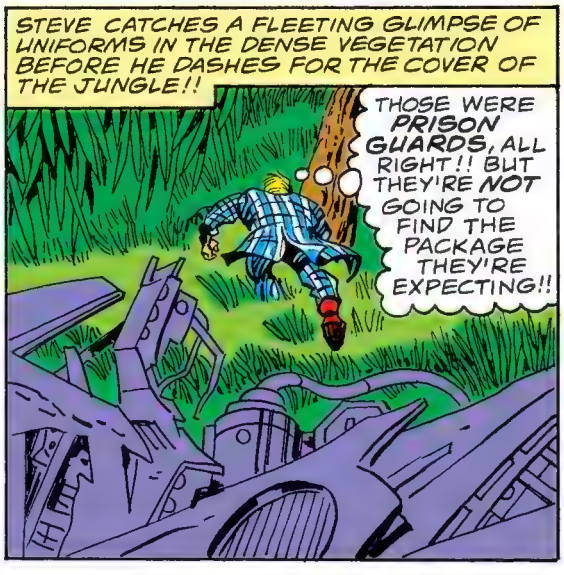

STEVE QUICKLY DISABLES HIS SURPRISED GUARDS AND SEIZES THE PILOT IN A STEEL GRIP...
YOU TURN THIS CRATE AROUND--AND I'LL THINK ABOUT RELAXING THIS HOLD!
NOW, USE WHAT FUEL YOU'VE GOT LEFT TO GET US BACK TO THE BORDER!!
I--I CAN'T! I CA--!
YOU'LL DO AS I TELL YOU, MISTER!! OR I'LL COOL YOU OFF AND TAKE THE CONTROLS MYSELF!!
Y-YOU DON'T UNDERSTAND! I-IF WE DON'T DELIVER YOU TO THE SWINE--HE WILL TAKE OUR HEADS!!
AT THAT MOMENT, ONE OF THE GUARDS RECOVERS AND RETRIEVES HIS WEAPON...
IF WE CAN'T BRING YOU IN ALIVE--YOUR CORPSE WILL DO AS WELL!!
POW!
UGH--!
H-HE SHOT THE PILOT!
THE STRICKEN PILOT SLUMPS ACROSS THE CONTROLS AND SENDS THE PLANE INTO A VIOLENT SPIN TOWARD THE JUNGLE BELOW!
WE'RE GOING DOWN! WE'RE GOING TO CRASH!!
I CAN'T GET TO THE CONTROLS! THE PILOT'S BODY IS JAMMING THEM!
WHAT HAPPENS NEXT IS INEVITABLE! THE PLANE HURTLES INTO THE MASS OF GREENERY, AMID SHATTERING ECHOES THAT ARE SOON SMOTHERED BY THE JUNGLE...
WAAMM!!

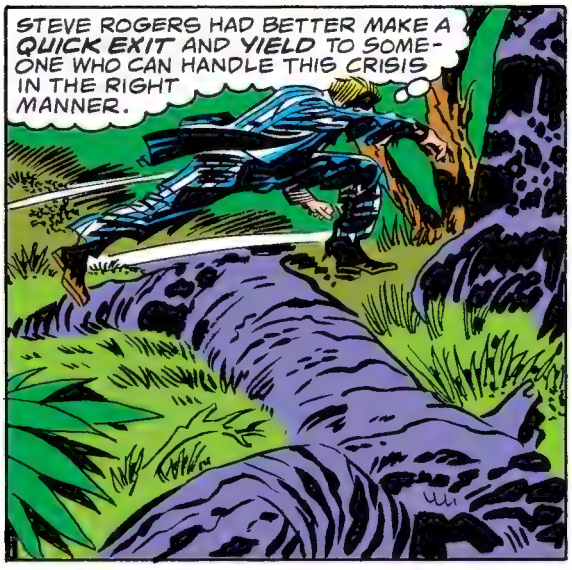

THERE IS A PERIOD OF SILENCE... THE SIBILANT WISPS OF RISING VAPOR ARE THE ONLY SIGNS OF MOVEMENT FROM THE WRECKAGE... THEN--
SCORE ANOTHER NARROW MISS FOR MRS. ROGERS' BOY. I-I'M ALIVE!

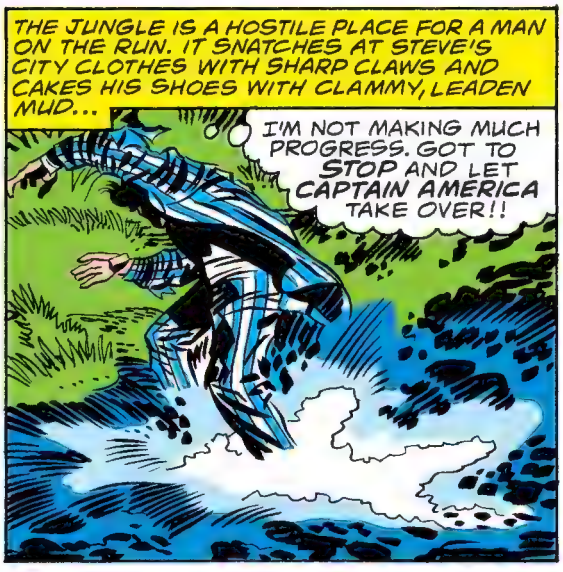
E-EVERYTHING SEEMS IN PLACE. MY BONES ARE WHERE THEY SHOULD BE! BUT, IT WILL TAKE A MINUTE OR TWO BEFORE I GET MY WIND BACK...
I'LL CHECK ON THE OTHERS. CAN'T LEAVE THEM IN THE WRECK!


SUDDENLY, THE AIR IS FILLED WITH THE HARSH SOUNDS OF BARKING AND THE VOICES OF SEARCHERS WHO PROJECT VIBRATIONS OF DREAD...
ROWF! ROWF! ROWF!
THAT SOUNDS LIKE THE KIND OF RESCUE PARTY I'M ANXIOUS TO AVOID.

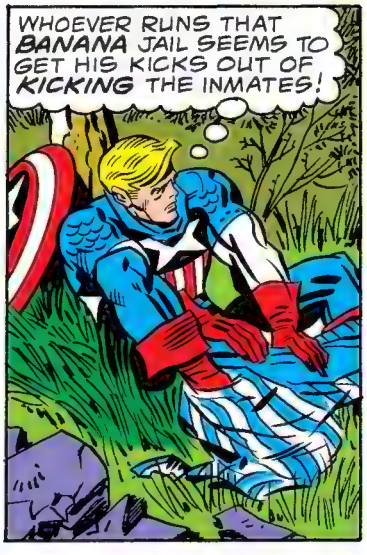
THE DOGS HAVE GOT THE SCENT!
WE SHOULD BE SIGHTING THE WRECK ANY MINUTE NOW!!
ROWF! ROWF! ROWF


STEVE CATCHES A FLEETING GLIMPSE OF UNIFORMS IN THE DENSE VEGETATION BEFORE HE DASHES FOR THE COVER OF THE JUNGLE!!
THOSE WERE PRISON GUARDS, ALL RIGHT!! BUT THEY'RE NOT GOING TO FIND THE PACKAGE THEY'RE EXPECTING!!


STEVE ROGERS HAD BETTER MAKE A QUICK EXIT AND YIELD TO SOMEONE WHO CAN HANDLE THIS CRISIS IN THE RIGHT MANNER.


THE JUNGLE IS A HOSTILE PLACE FOR A MAN ON THE RUN. IT SNATCHES AT STEVE'S CITY CLOTHES WITH SHARP CLAWS AND CAKES HIS SHOES WITH CLAMMY, LEADEN MUD...
I'M NOT MAKING MUCH PROGRESS. GOT TO STOP AND LET CAPTAIN AMERICA TAKE OVER!!

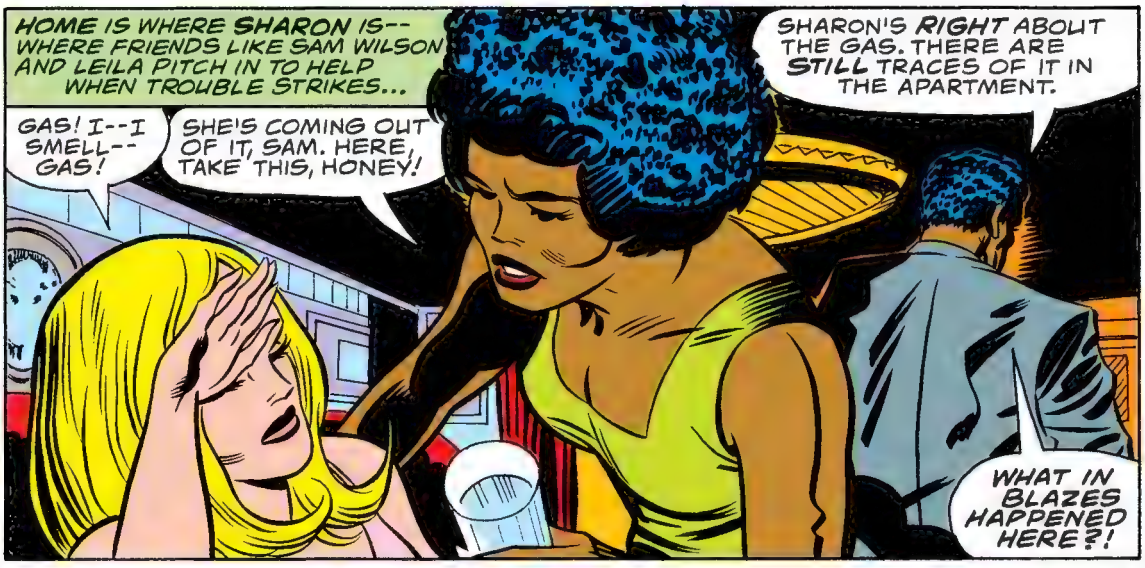
AS THE GREEN SHADOWS ENVELOPE HIM, STEVE PAUSES TO MAKE THE FABLED CHANGE THAT TRANSFORMS HIM INTO A SUPER-HERO OF REKNOWN.
GOT TO GET ORIENTED AS SOON AS POSSIBLE. GOT TO FIND OUT WHERE THAT PRISON IS AND HEAD THE OTHER WAY!!

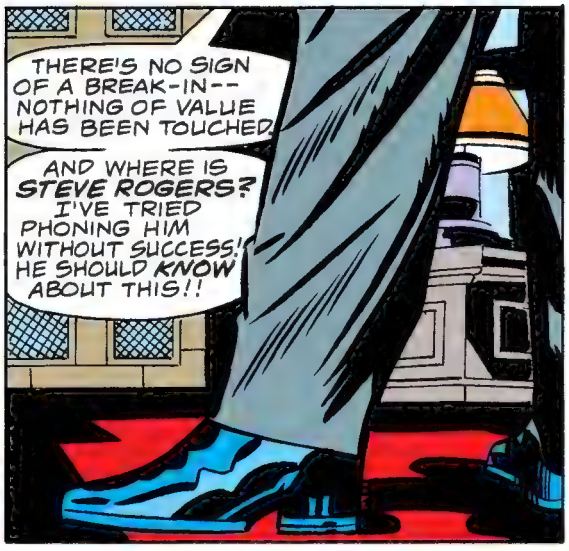

WHOEVER RUNS THAT BANANA JAIL SEEMS TO GET HIS KICKS OUT OF KICKING THE INMATES!

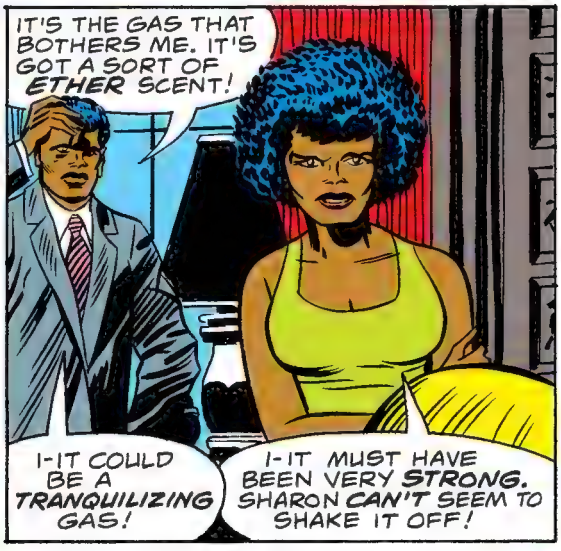
THIS MAN THEY CALL "THE SWINE" MUST BE TYPICAL OF THE KIND OF BULLY THAT FLOURISHES IN THESE TWO-BIT DICTATORSHIPS.

BUT, THIS IS NOT MY COUNTRY AND NOT MY PLACE TO FIGHT FOR CAUSES I KNOW NOTHING ABOUT.

MY IMMEDIATE PROBLEM IS TO BEAT THIS JUNGLE-- FIND MY WAY TO A FAIR-SIZED TOWN AND... HOME!


HOME IS WHERE SHARON IS-- WHERE FRIENDS LIKE SAM WILSON AND LEILA PITCH IN TO HELP WHEN TROUBLE STRIKES...
GAS! I--I SMELL-- GAS!
SHE'S COMING OUT OF IT, SAM. HERE, TAKE THIS, HONEY!
SHARON'S RIGHT ABOUT THE GAS. THERE ARE STILL TRACES OF IT IN THE APARTMENT.
WHAT IN BLAZES HAPPENED HERE?!


THERE'S NO SIGN OF A BREAK-IN-- NOTHING OF VALUE HAS BEEN TOUCHED.
AND WHERE IS STEVE ROGERS? I'VE TRIED PHONING HIM WITHOUT SUCCESS! HE SHOULD KNOW ABOUT THIS!!


IT'S THE GAS THAT BOTHERS ME. IT'S GOT A SORT OF ETHER SCENT!
I-IT COULD BE A TRANQUILIZING GAS!
I-IT MUST HAVE BEEN VERY STRONG. SHARON CAN'T SEEM TO SHAKE IT OFF!

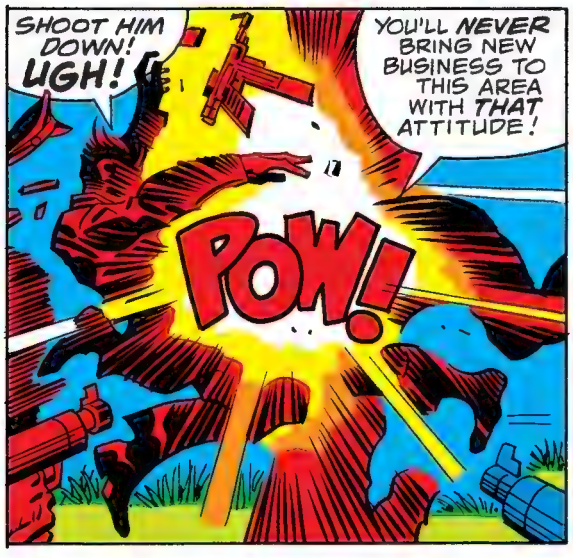
TRANQUILIZING GAS!! THERE'S ONLY ONE GOOD REASON FOR USING TRANQUILIZING GAS!! ESPECIALLY IF YOUR TARGET IS A ROUGH AND READY DUDE LIKE--
SAM! DO YOU MEAN THAT STEVE ROGERS WAS HERE WHEN THIS HAPPENED?

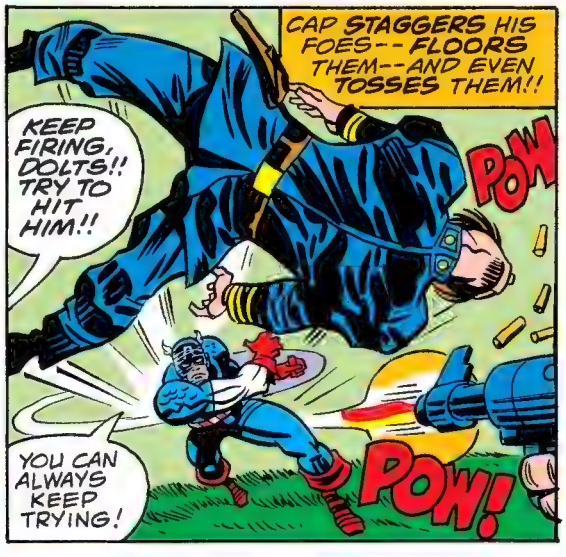
IT DOESN'T MAKE SENSE ANY OTHER WAY!! WHOEVER SPREAD THIS GAS WANTED TO TAKE STEVE WITH THE LEAST POSSIBLE DIFFICULTY!!
THAT'S WHY STEVE DOESN'T ANSWER MY CALLS! HE'S MISSING! HE'S BEEN KIDNAPPED!!

AT THAT MOMENT, IN A CENTRAL AMERICAN JUNGLE...
THE SEARCH PARTY'S CAUGHT UP WITH ME! LEAVING THIS PLACE IS GOING TO BE TRICKY!
WE'VE FOUND THE OTHERS, BUT THE PRISONER WAS NOT IN THE PLANE!
HE CAN'T HAVE GONE FAR! FLOOD THIS AREA WITH THE GAS!
THE PRISON GUARDS DON PLASTIC MASKS AS A SPECIALIZED GAS DISPENSER IS BROUGHT INTO PLAY...
THIS SHOULD SLOW HIM DOWN!! HE'LL BE SLEEPING LIKE A BABY WHEN WE CATCH UP WITH HIM!
SSSSSSSSS
IT IS THEN THAT CAP'S SHIELD STREAKS INTO VIEW AND HEADS UNERRINGLY TOWARD ITS TARGET...
CARAMBA! WHA--!??
WOMP!
CAP LEAPS FROM COVER AND PRESSES HIS ATTACK!!
YOU FELLAS JUST LOVE TO USE GAS, DON'T YOU?!
HERE'S A SAMPLE OF ANOTHER TYPE OF SLEEPING POTION!
HE STRIKES WITH THE SPEED AND STRENGTH OF A JUNGLE CAT!!!
KLOP!
LOOK OUT!! IT'S THE PRISONER!

AT NO TIME IN THEIR EXPERIENCE HAVE THESE PRISON GUARDS MET SUCH OPPOSITION!! THEIR QUARRY GIVES THEM LITTLE TIME TO THINK OR SHOOT! THEY SIMPLY FALL PREY TO HIS STEEL FISTS!
I'LL TAKE THIS MASK, MISTER!! THIS JUNGLE'S BEGINNING TO SMELL BAD!!

COOL IT, JUNIOR! PLAYING WITH GUNS IS A DANGEROUS HABIT!!
OOOF!
BAM!
CLOSE IN! DON'T LET HIM ESCAPE!


SHOOT HIM DOWN! UGH!
YOU'LL NEVER BRING NEW BUSINESS TO THIS AREA WITH THAT ATTITUDE!
POW!

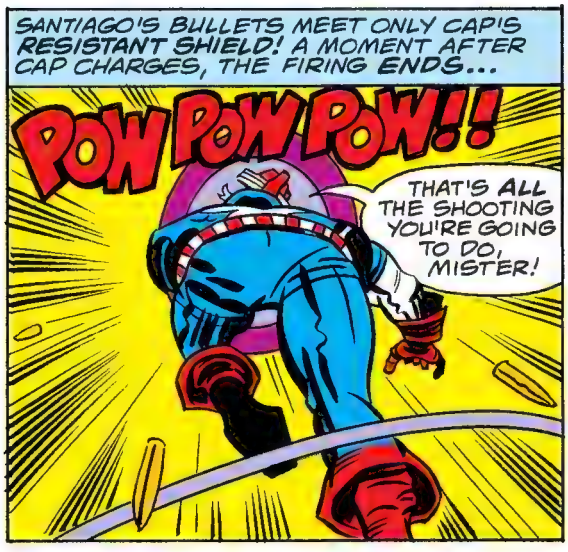

CAP STAGGERS HIS FOES--FLOORS THEM--AND EVEN TOSSES THEM!!
KEEP FIRING, DOLTS!! TRY TO HIT HIM!!
POW
YOU CAN ALWAYS KEEP TRYING!
POW!

IT IS A SHORT, SAVAGE BATTLE, IN WHICH THE HUNTED HAS DECIMATED THE HUNTERS!
KRASH!
WAM

CAP SEARCHES FOR NEW ATTACKERS... AND FINDS ONE REMAINING FOE...
STAND BACK! DON'T TOUCH ME--OR I'LL SHOOT! I'LL SHOOT!
WELL? ARE YOU A TALKER--OR A SHOOTER?

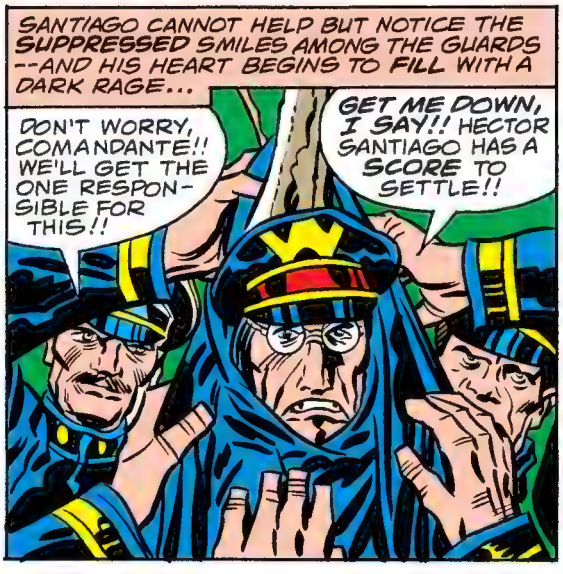
THERE IS SOMETHING IN THE FEATURES AND MANNER OF THE MAN THAT BRINGS BACK SNATCHES OF WHAT CAP OVERHEARD IN THE PLANE...
I WARN YOU! TAKE ONE MORE STEP AND I'LL--
YOU CAN ONLY BE HECTOR SANTIAGO --THE ONE THEY CALL THE SWINE!

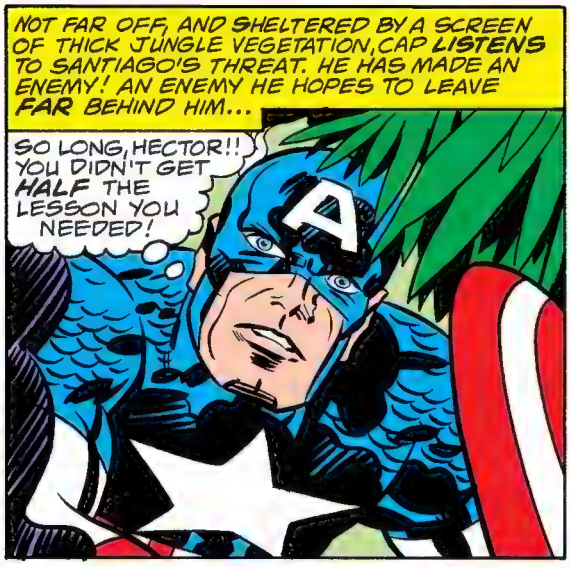
I'VE EXECUTED MEN FOR CALLING ME THAT!! YOU SHALL DIE FOR IT AS WELL!
WAH WAH!


SANTIAGO'S BULLETS MEET ONLY CAP'S RESISTANT SHIELD! A MOMENT AFTER CAP CHARGES, THE FIRING ENDS...
POW POW POW!!
THAT'S ALL THE SHOOTING YOU'RE GOING TO DO, MISTER!

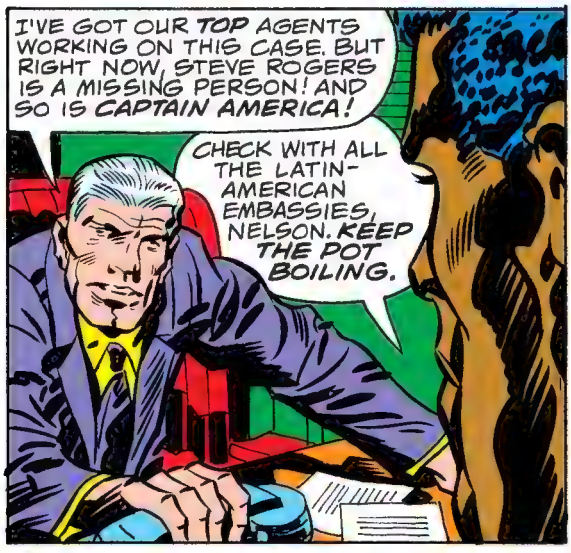
SUDDENLY, A NEW CONTINGENT OF GUARDS ARRIVES ON THE SCENE...
YOU HEARD THOSE SHOTS! HEAD IN THAT DIRECTION!!
LOOK! THERE IN THAT TREE! IT'S..

IT'S THE COMANDANTE! HOW COULD THIS HAVE HAPPENED!?
YES, HURRY, YOU FOOLS!! GET ME OFF THIS CURSED BRANCH!!
HURRY, MEN!
A-AT ONCE, SIR!!


SANTIAGO CANNOT HELP BUT NOTICE THE SUPPRESSED SMILES AMONG THE GUARDS --AND HIS HEART BEGINS TO FILL WITH A DARK RAGE...
DON'T WORRY, COMANDANTE!! WE'LL GET THE ONE RESPONSIBLE FOR THIS!!
GET ME DOWN, I SAY!! HECTOR SANTIAGO HAS A SCORE TO SETTLE!!


NOT FAR OFF, AND SHELTERED BY A SCREEN OF THICK JUNGLE VEGETATION, CAP LISTENS TO SANTIAGO'S THREAT. HE HAS MADE AN ENEMY! AN ENEMY HE HOPES TO LEAVE FAR BEHIND HIM...
SO LONG, HECTOR!! YOU DIDN'T GET HALF THE LESSON YOU NEEDED!

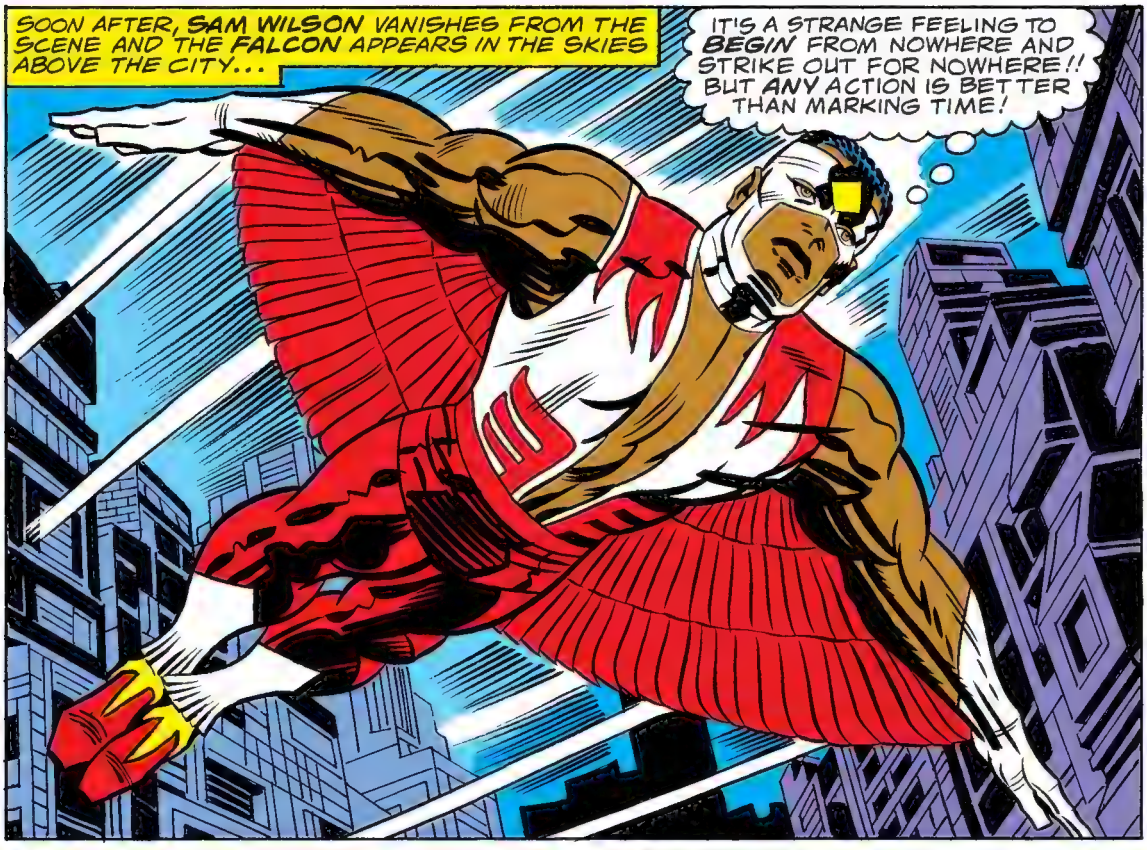
MEANWHILE, IN A REGIONAL FIELD OFFICE OF SHIELD, SAM WILSON TRIES TO FIND A CLUE TO CAP'S DISAPPEARANCE...
STEVE AND I HAD A RUN-IN WITH SOME LATIN POLICE FROM BELOW THE BORDER! IT COULD HAVE STARTED WITH THAT!
IT'S NOT ENOUGH TO GO ON SAM, BUT WE'RE DOING THE BEST WE CAN!

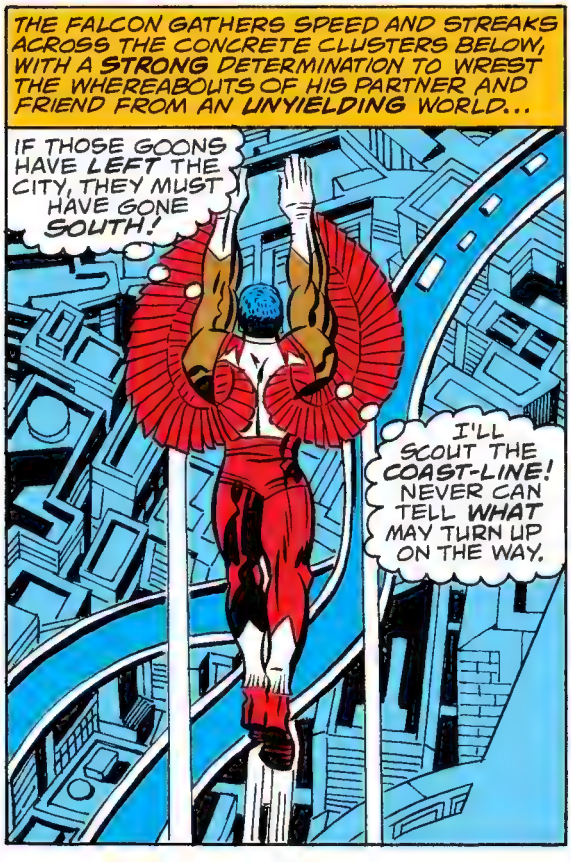

I'VE GOT OUR TOP AGENTS WORKING ON THIS CASE. BUT RIGHT NOW, STEVE ROGERS IS A MISSING PERSON! AND SO IS CAPTAIN AMERICA!
CHECK WITH ALL THE LATIN-AMERICAN EMBASSIES, NELSON. KEEP THE POT BOILING.

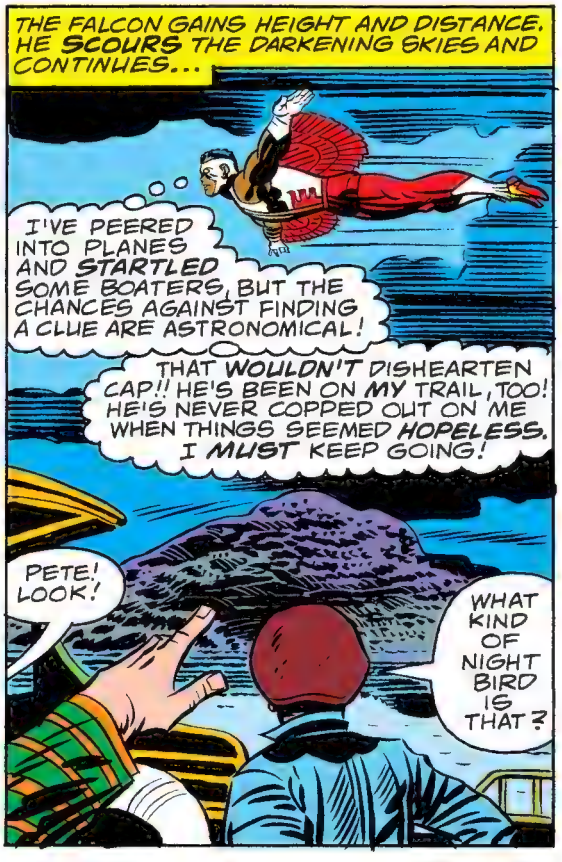
ARE YOU KIDDING? I'VE THROWN OUT AN INTERNATIONAL DRAGNET, FROM WHICH A MOUSE COULDN'T ESCAPE!
THEY USED GAS ON HIM! HE'D BE HELPLESS IN THAT STATE! THERE'S NO TELLING WHAT THEY'VE DONE TO STEVE!

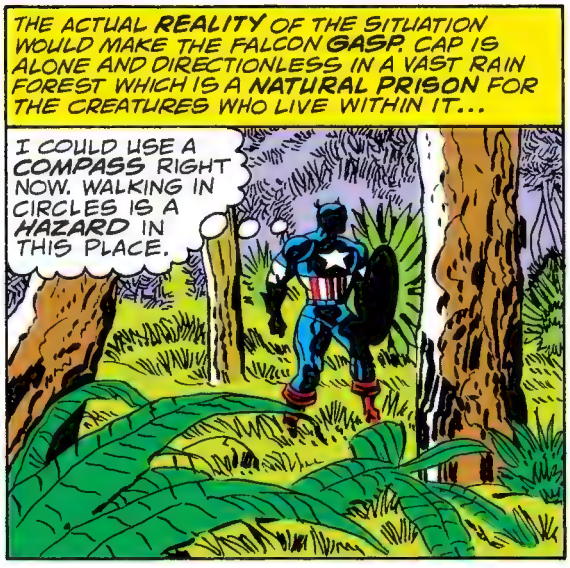
THERE'S NO POINT IN LOOKING AT THE NEGATIVE SIDE. WE'LL FIND HIM!! AND SOON!!
IT BETTER BE SOON. WE'VE GOT A VERY SICK CHICK ON OUR HANDS, SAM.
COME IN, LEILA. TELL US ALL THE POSITIVE NEWS!!

I-I LEFT SHARON AT THE HOSPITAL. THEY SAY SHE NEEDS A FEW DAYS OF REST, BUT I DON'T THINK THAT WILL HELP MUCH. SHE BLAMES HERSELF FOR STEVE'S PREDICAMENT.
UNTIL STEVE IS FOUND, THIS WILL BUG ALL OF US. THAT'S WHY I JUST CAN'T STAND BY AND WAIT!!
THEN, GO TO WORK... FALCON!! BUT, KEEP IN TOUCH!!

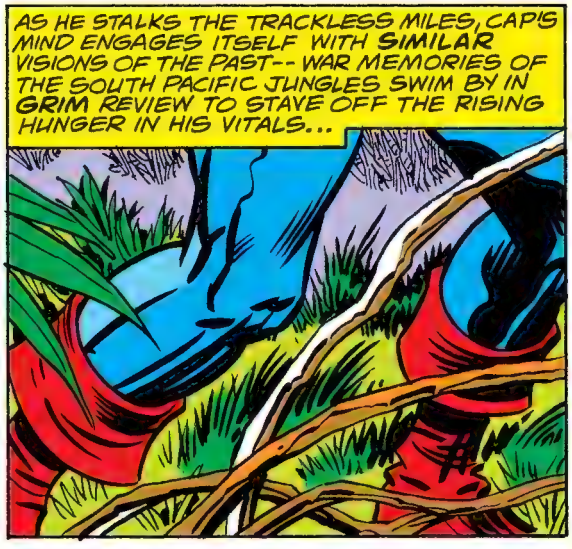

SOON AFTER, SAM WILSON VANISHES FROM THE SCENE AND THE FALCON APPEARS IN THE SKIES ABOVE THE CITY...
IT'S A STRANGE FEELING TO BEGIN FROM NOWHERE AND STRIKE OUT FOR NOWHERE!! BUT ANY ACTION IS BETTER THAN MARKING TIME!


THE FALCON GATHERS SPEED AND STREAKS ACROSS THE CONCRETE CLUSTERS BELOW, WITH A STRONG DETERMINATION TO WREST THE WHEREABOUTS OF HIS PARTNER AND FRIEND FROM AN UNYIELDING WORLD...
IF THOSE GOONS HAVE LEFT THE CITY, THEY MUST HAVE GONE SOUTH!
I'LL SCOUT THE COAST-LINE! NEVER CAN TELL WHAT MAY TURN UP ON THE WAY.


THE FALCON GAINS HEIGHT AND DISTANCE. HE SCOURS THE DARKENING SKIES AND CONTINUES...
I'VE PEERED INTO PLANES AND STARTLED SOME BOATERS, BUT THE CHANCES AGAINST FINDING A CLUE ARE ASTRONOMICAL!
THAT WOULDN'T DISHEARTEN CAP!! HE'S BEEN ON MY TRAIL, TOO! HE'S NEVER COPPED OUT ON ME WHEN THINGS SEEMED HOPELESS. I MUST KEEP GOING!
PETE! LOOK!
WHAT KIND OF NIGHT BIRD IS THAT?


THE ACTUAL REALITY OF THE SITUATION WOULD MAKE THE FALCON GASP. CAP IS ALONE AND DIRECTIONLESS IN A VAST RAIN FOREST WHICH IS A NATURAL PRISON FOR THE CREATURES WHO LIVE WITHIN IT...
I COULD USE A COMPASS RIGHT NOW. WALKING IN CIRCLES IS A HAZARD IN THIS PLACE.

BUT OF ALL THE ANIMAL LIFE IN THE JUNGLE, CAP IS THE MOST DANGEROUS! HE IS A HUMAN TIGER, WITH ONLY ONE OBJECTIVE --TO SURVIVE THIS STRANGE EXPERIENCE...


AS HE STALKS THE TRACKLESS MILES, CAP'S MIND ENGAGES ITSELF WITH SIMILAR VISIONS OF THE PAST-- WAR MEMORIES OF THE SOUTH PACIFIC JUNGLES SWIM BY IN GRIM REVIEW TO STAVE OFF THE RISING HUNGER IN HIS VITALS...

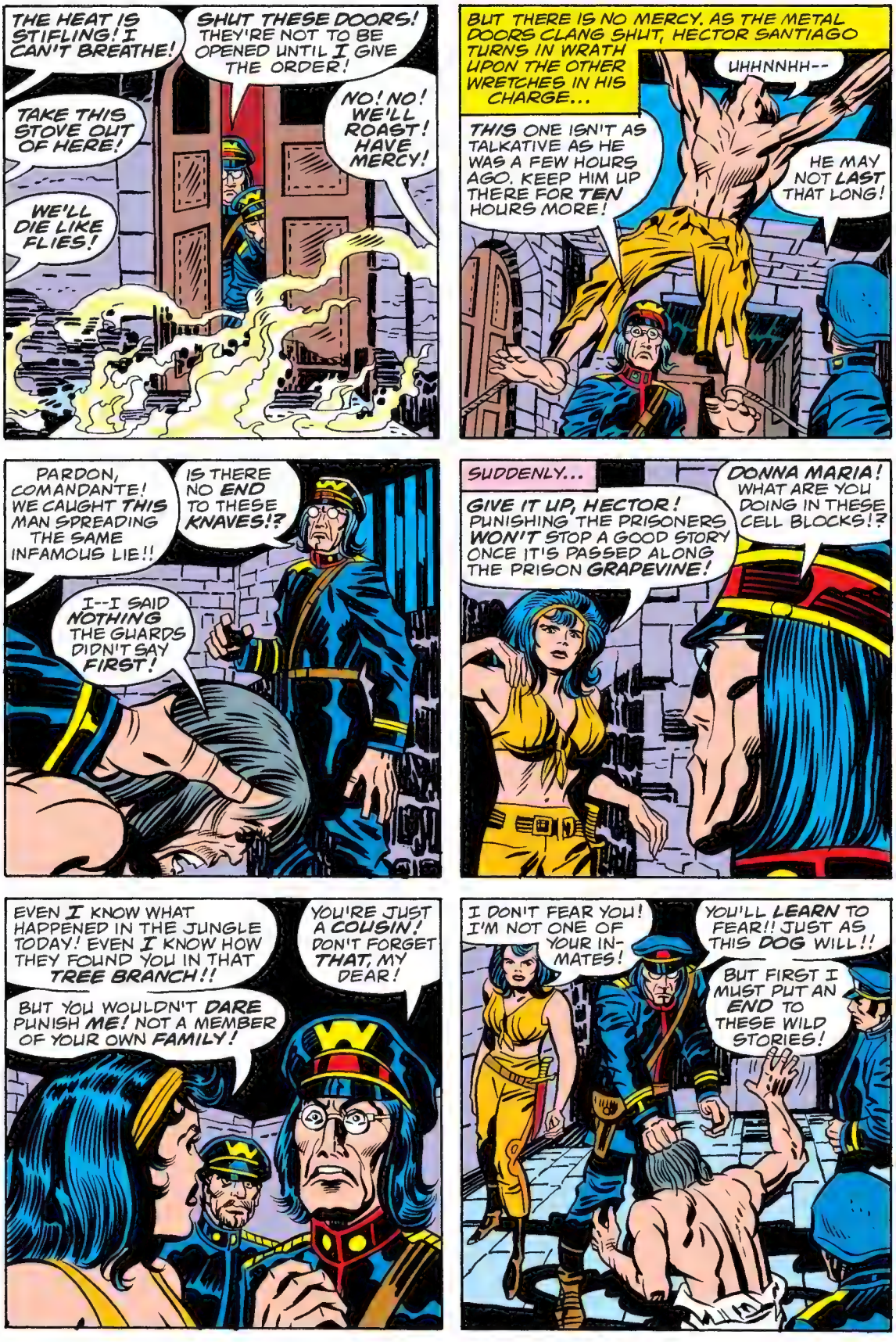
THEN HE STUMBLES UPON THE WAGON TRACKS IN THE SOFT CARPET OF THE RAIN FOREST. THE PROSPECT OF FOOD BECOMES MORE TANGIBLE...
I'LL HAVE TO CHANCE DISCOVERY. THE DRIVER OF THAT WAGON COULD BE HELPFUL.

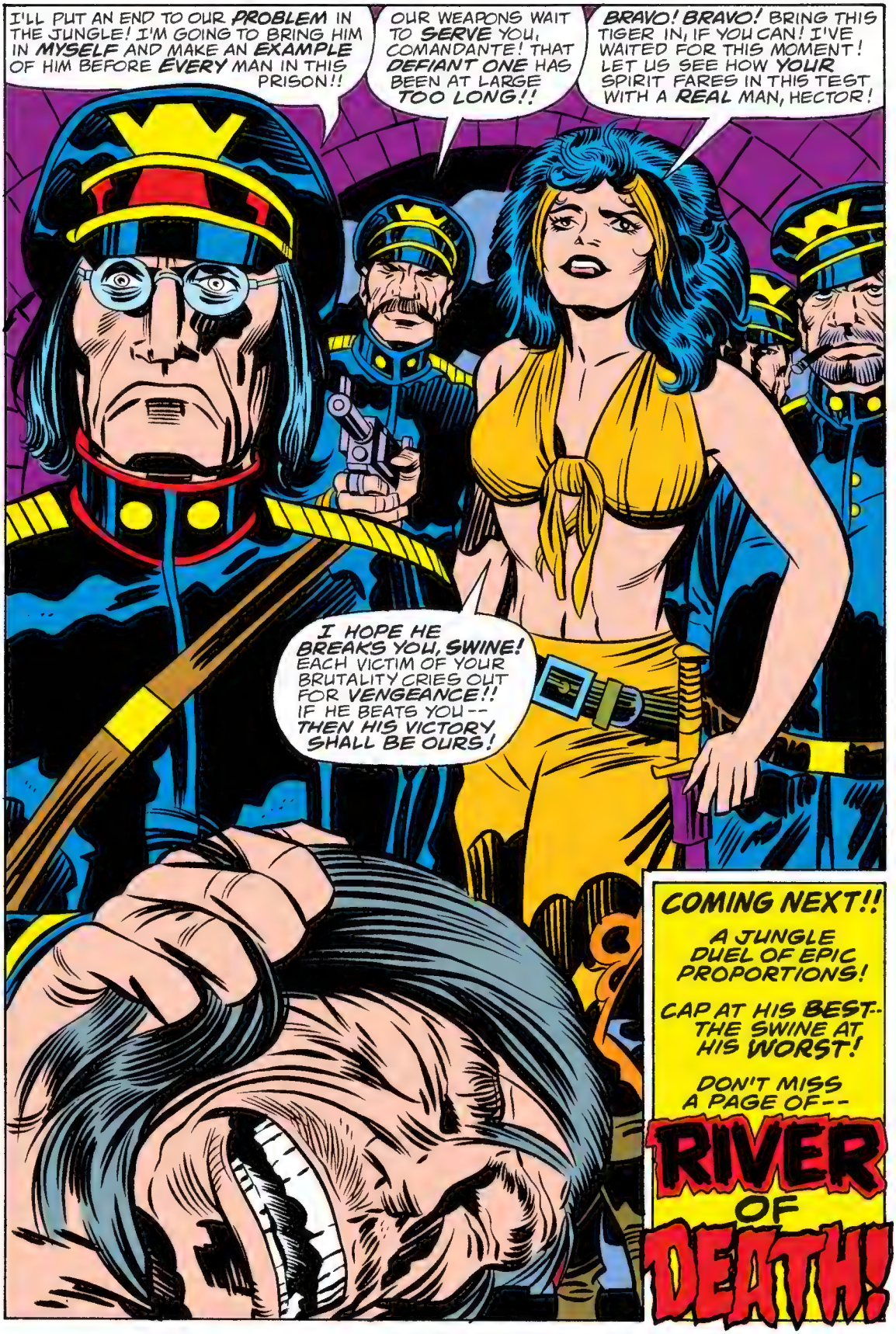
CAP REACHES THE WAGON ONLY TO FIND...
BLAST! IT'S A PRISON WORK DETAIL!
LIFT THAT LOG, YOU SULKING DOGS!! ENOUGH OF YOUR WHINING! IT WILL GAIN YOU NOTHING!

MAKE THEM CUT THEIR QUOTA! THE SWINE EXPECTS A GOOD DAY'S WORK!
YOU HEARD THE ORDER! CHOOSE BETWEEN WORK OR A BULLET.
THESE BIRDS COULDN'T HAVE COME HERE WITHOUT FOOD AND WATER.

GETTING SOME OF IT FROM THOSE RUTHLESS GUARDS WILL BE A CHORE, BUT I'VE GOT NO OTHER CHOICE...
HERE I GO!
THE INMATES HALT AT THEIR TASKS AS THE SOUNDS OF BATTLE UNEXPECTEDLY EXPLODE IN THEIR MIDST...
KRAK!
POW!
UGHH!
AAA!!
BEFORE THEIR ASTOUNDED EYES, THEIR GUARDS ARE FLUNG ABOUT IN WILD DISARRAY!
OWW!
WAM!
SOMEWHERE IN THE CHAOTIC MOVEMENT, THERE IS A FLASH OF BLUE--AS ANOTHER GUARD IS HURLED OFF HIS FEET!
WHEN THE GUNS BEGIN TO CHATTER, THE INMATES CRINGE IN FEAR, FOR THEY HAVE LIVED WITH THE CONSTANT THREAT OF A GUARD'S BULLET!
I-I CAN'T HIT HIM!! THAT SHIELD OF HIS IS EVERYWHERE!!!
BAM! BAM! BAM!
SMASH!

THEN, LIKE A PASSING WHIRLWIND, THE ACTION CEASES. CAP CONFRONTS THE STUNNED INMATES AND FINDS NO SIGNS OF RESISTANCE...
I DON'T KNOW WHAT YOU FELLAS AIM TO DO, BUT I'M GOING TO BORROW SOME SUPPLIES...
CAP GETS NO REPLIES. HE RECEIVES ONLY BLANK STARES FROM FACES DEVOID OF ANY EXPRESSION...
POOR DEVILS! THEY'RE IN SOME KIND OF DAZE. THEY'VE GOT THE CHANCE TO ESCAPE AND WON'T TAKE IT!
T-THEYRE LIKE ZOMBIES! THE LIVING DEAD, WHOSE SPIRITS HAVE FLED! IT SEEMS THAT HECTOR SANTIAGO HAS DONE A REAL JOB ON THESE MEN!
CAP CAN ONLY GUESS AT THE EXTENT OF THE SWINE'S TALENTS. IN A PRISON CELL BLOCK, HE USES THEM WITH MERCILESS EFFECT...
ROLL IN THE STOVE!
THE INMATES OF THE CELL BLOCK GROAN IN DISMAY AS A SIMMERING STOVE IS PUSHED IN AMONG THEM...
A STOVE! IT WILL ADD TO THE SWELTERING HEAT!
W-WE'LL FRY IN HERE!
HOLD YOUR TONGUES!
YOU'VE USED THEM TOO OFTEN, LATELY! NOW, SUFFER FOR IT!!
IF YOU MEAN THAT STORY ABOUT THE SWINE, WE HAD NOTHING TO DO WITH IT!
YEAH! WE HEARD IT FROM YOU GUARDS!


THE HEAT IS STIFLING! I CAN'T BREATHE!
SHUT THESE DOORS! THEY'RE NOT TO BE OPENED UNTIL I GIVE THE ORDER!
NO! NO! WE'LL ROAST! HAVE MERCY!
TAKE THIS STOVE OUT OF HERE!
WE'LL DIE LIKE FLIES!
BUT THERE IS NO MERCY. AS THE METAL DOORS CLANG SHUT, HECTOR SANTIAGO TURNS IN WRATH UPON THE OTHER WRETCHES IN HIS CHARGE...
UHHNNHH--
THIS ONE ISN'T AS TALKATIVE AS HE WAS A FEW HOURS AGO. KEEP HIM UP THERE FOR TEN HOURS MORE!
HE MAY NOT LAST THAT LONG!
PARDON, COMANDANTE! WE CAUGHT THIS MAN SPREADING THE SAME INFAMOUS LIE!!
IS THERE NO END TO THESE KNAVES!?
I--I SAID NOTHING THE GUARDS DIDN'T SAY FIRST!
SUDDENLY...
GIVE IT UP, HECTOR! PUNISHING THE PRISONERS WON'T STOP A GOOD STORY ONCE IT'S PASSED ALONG THE PRISON GRAPEVINE!
DONNA MARIA! WHAT ARE YOU DOING IN THESE CELL BLOCKS!?
EVEN I KNOW WHAT HAPPENED IN THE JUNGLE TODAY! EVEN I KNOW HOW THEY FOUND YOU IN THAT TREE BRANCH!!
YOU'RE JUST A COUSIN! DON'T FORGET THAT, MY DEAR!
BUT YOU WOULDN'T DARE PUNISH ME! NOT A MEMBER OF YOUR OWN FAMILY!
I DON'T FEAR YOU! I'M NOT ONE OF YOUR IN-MATES!
YOU'LL LEARN TO FEAR!! JUST AS THIS DOG WILL!!
BUT FIRST I MUST PUT AN END TO THESE WILD STORIES!


I'LL PUT AN END TO OUR PROBLEM IN THE JUNGLE! I'M GOING TO BRING HIM IN MYSELF AND MAKE AN EXAMPLE OF HIM BEFORE EVERY MAN IN THIS PRISON!!
OUR WEAPONS WAIT TO SERVE YOU, COMANDANTE! THAT DEFIANT ONE HAS BEEN AT LARGE TOO LONG!!
BRAVO! BRAVO! BRING THIS TIGER IN, IF YOU CAN! I'VE WAITED FOR THIS MOMENT! LET US SEE HOW YOUR SPIRIT FARES IN THIS TEST WITH A REAL MAN, HECTOR!
I HOPE HE BREAKS YOU, SWINE! EACH VICTIM OF YOUR BRUTALITY CRIES OUT FOR VENGEANCE!! IF HE BEATS YOU -- THEN HIS VICTORY SHALL BE OURS!
COMING NEXT!!
A JUNGLE DUEL OF EPIC PROPORTIONS!
CAP AT HIS BEST -- THE SWINE AT HIS WORST!
DON'T MISS A PAGE OF --
RIVER OF DEATH!

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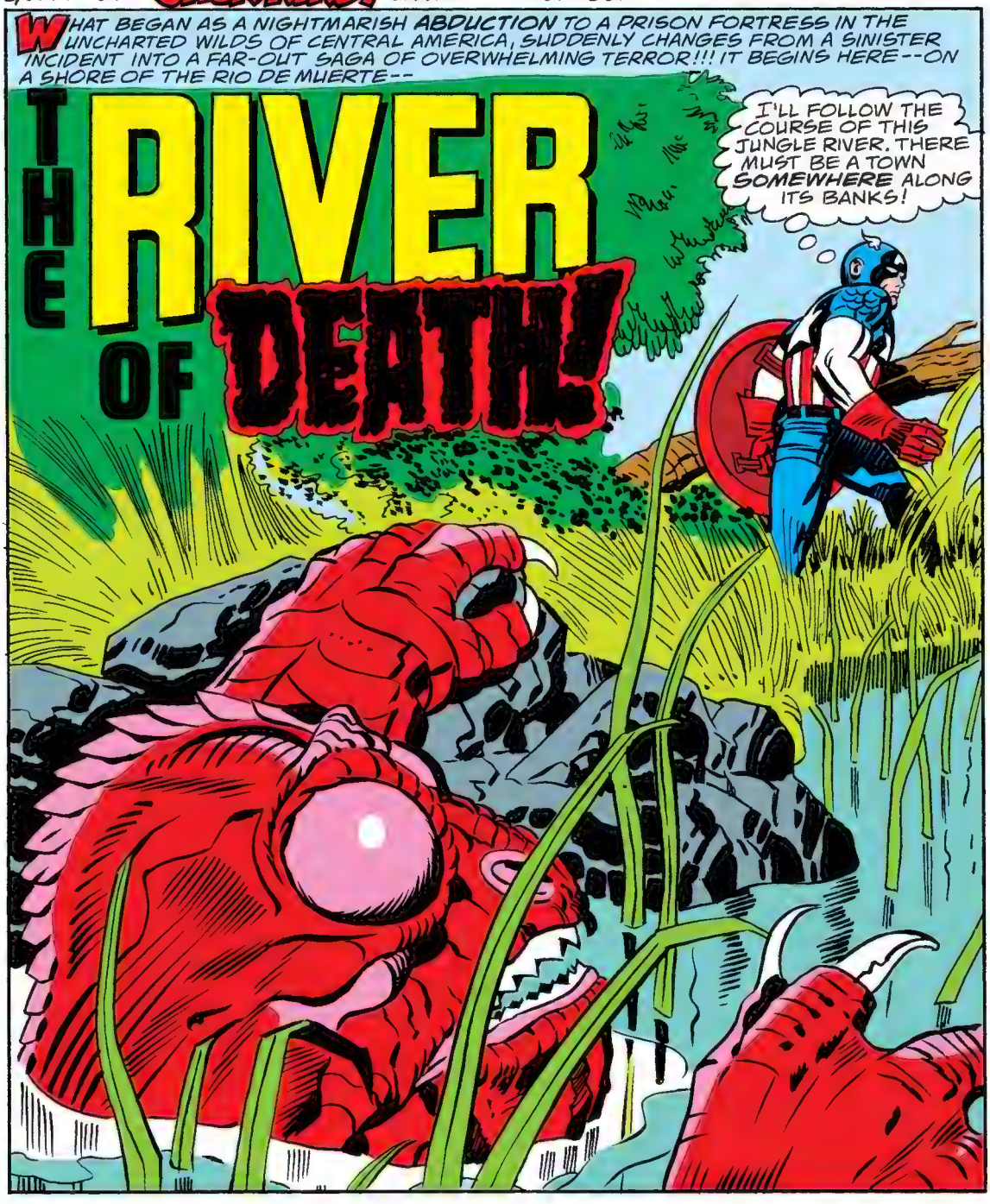
1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

EDITED, WRITTEN & DRAWN BY **JACK KIRBY** INKED BY **FRANK GIACOIA** COLORED BY **G. ROUSSOS** LETTERED BY **JIM NOVAK** ADMIRED BY **ARCHIE GOODWIN**


WHAT BEGAN AS A NIGHTMARISH ABDUCTION TO A PRISON FORTRESS IN THE UNCHARTED WILDS OF CENTRAL AMERICA, SUDDENLY CHANGES FROM A SINISTER INCIDENT INTO A FAR-OUT SAGA OF OVERWHELMING TERROR!!! IT BEGINS HERE--ON A SHORE OF THE RIO DE MUERTE--
THE RIVER OF DEATH!
I'LL FOLLOW THE COURSE OF THIS JUNGLE RIVER. THERE MUST BE A TOWN SOMEWHERE ALONG ITS BANKS!

THE MURKY WATER OF THE RIO DE MUERTE IS **DEEP** AND **SILENT** AND GIVES NO WARNING OF THE TERRIBLE **DENIZEN** THAT INSPIRES ITS NAME!! BUT, HE IS **EVER** THERE -- WAITING AND LISTENING FOR PREY TO COME WITHIN HIS GRASP!! LIKE HIS TEETH, HIS SENSES ARE RAZOR SHARP! LIKE HIS STEEL SINEWS, **HIS ATTACK IS A POWERFUL, BONE-CRUSHING, INESCAPABLE TRAP!!** WHEN CAP DRAWS NEAR, HE LEAPS FROM COVER!!

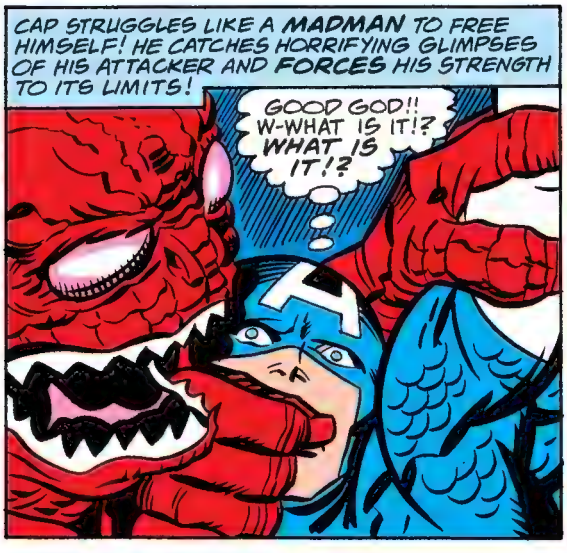
RROARR!

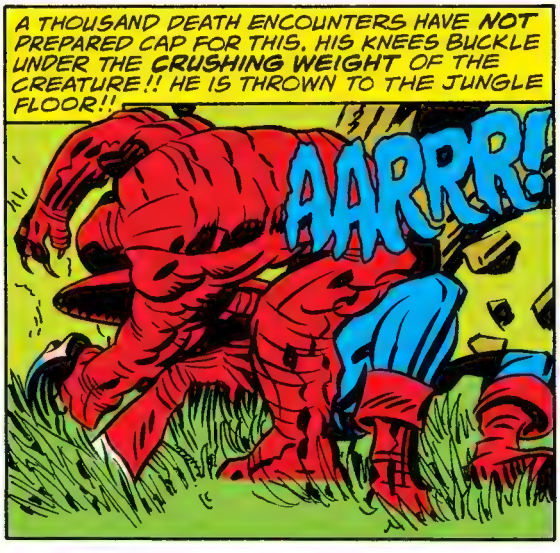
WHA!??

UGH!! I'VE BEEN HIT BY A LIVING BULL-DOZER!

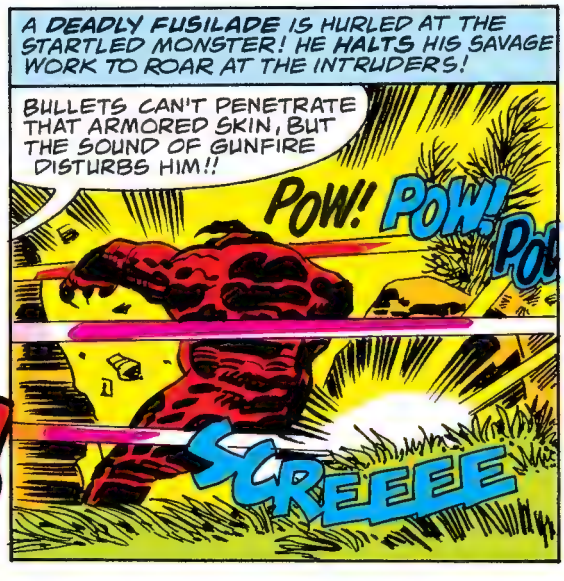
CRASH!

THE THING FROM THE RIVER GIVES NO PAUSE FOR RECOVERY! ITS BODY COURSES WITH A PRIMITIVE FURY WHICH BLAZES UNTIL THE VICTIM EXPIRES!!!
RRROAR!
KRAK!

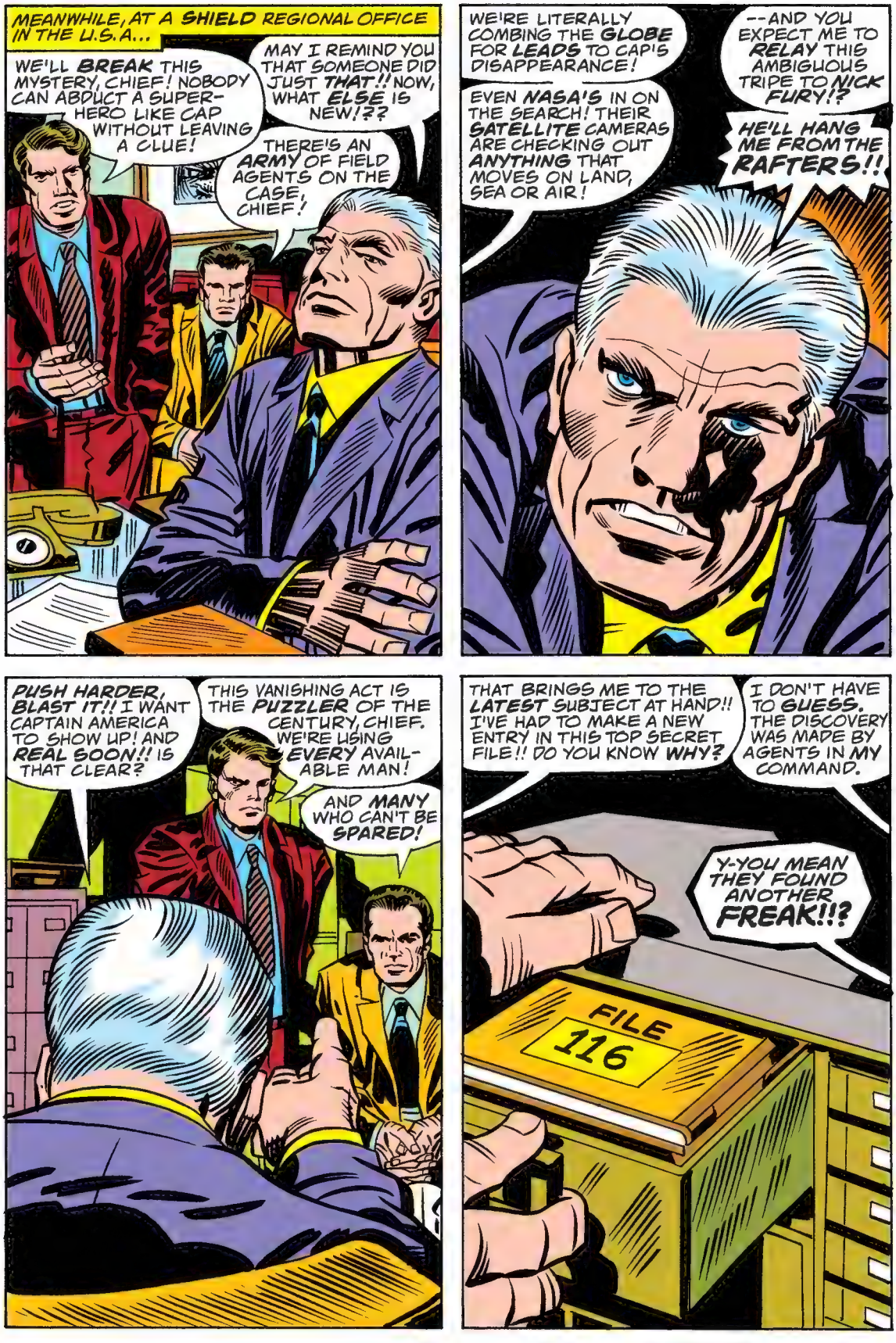

CAP STRUGGLES LIKE A MADMAN TO FREE HIMSELF! HE CATCHES HORRIFYING GLIMPSES OF HIS ATTACKER AND FORCES HIS STRENGTH TO ITS LIMITS!
GOOD GOD!! W-WHAT IS IT!? WHAT IS IT!?


A THOUSAND DEATH ENCOUNTERS HAVE NOT PREPARED CAP FOR THIS, HIS KNEES BUCKLE UNDER THE CRUSHING WEIGHT OF THE CREATURE!! HE IS THROWN TO THE JUNGLE FLOOR!!
AARRR!

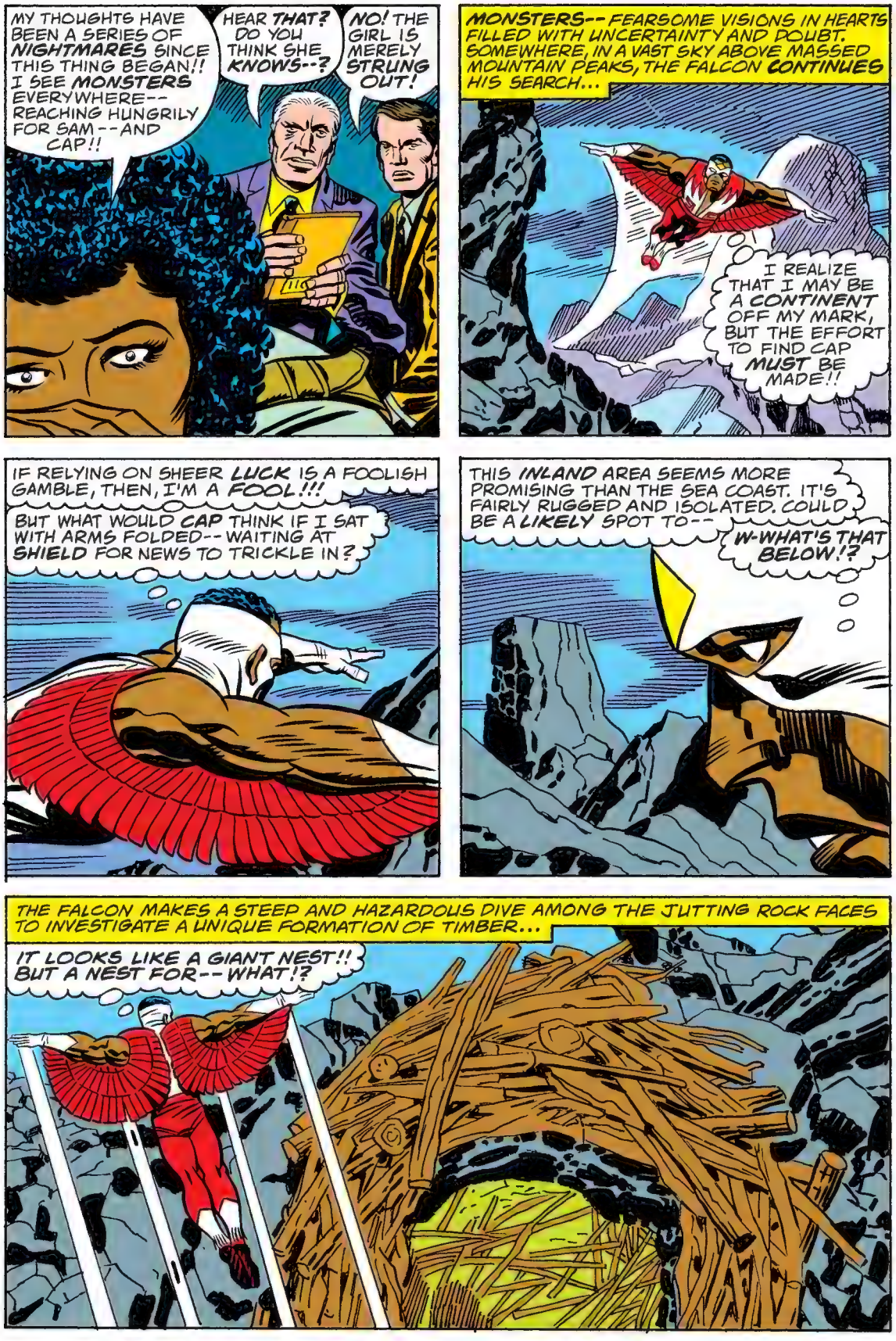
SUDDENLY, VOICES SOUND IN THE NEARBY BRUSH!! UNIFORMED GUARDS BURST INTO VIEW AND OPEN FIRE!!
IT'S THE MAN-FISH! HE'S GOT OUR QUARRY!
HE WON'T HAVE HIM FOR LONG!
POW!

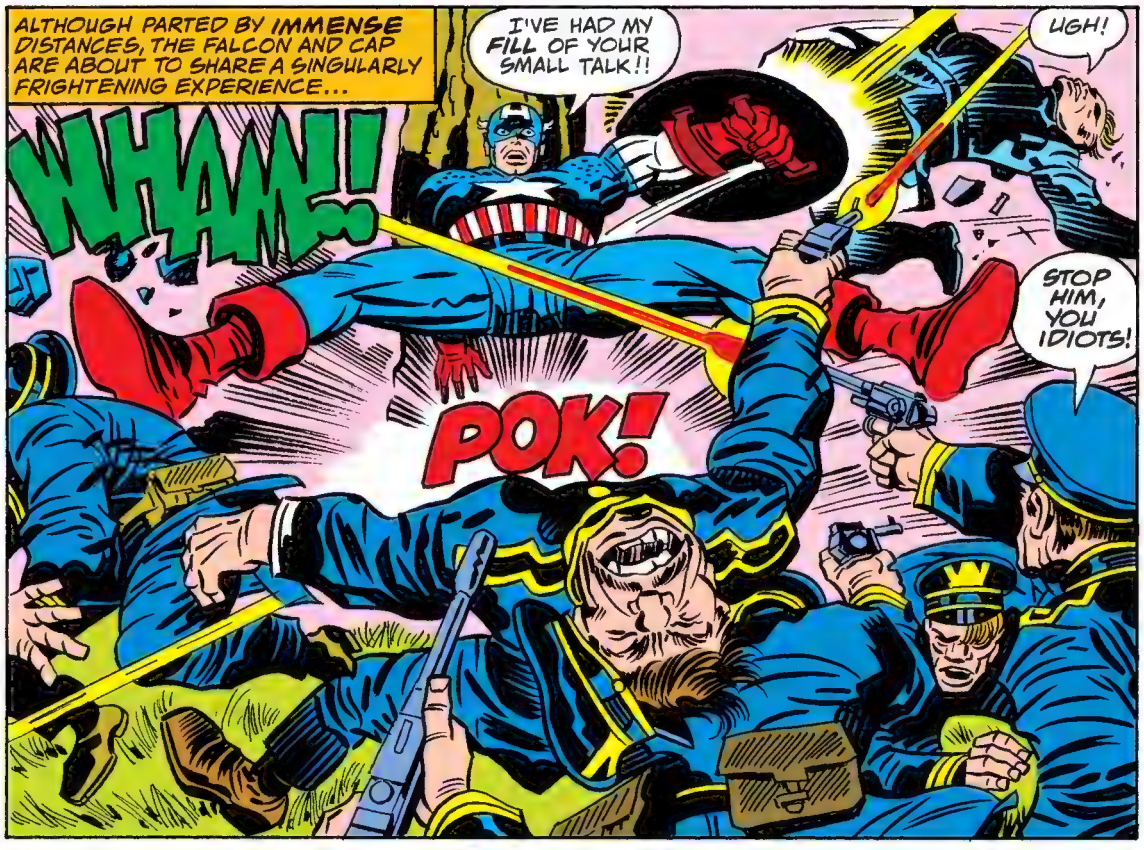

A DEADLY FUSILADE IS HURLED AT THE STARTLED MONSTER! HE HALTS HIS SAVAGE WORK TO ROAR AT THE INTRUDERS!
BULLETS CAN'T PENETRATE THAT ARMORED SKIN, BUT THE SOUND OF GUNFIRE DISTURBS HIM!!
POW! POW!
SCREEEE

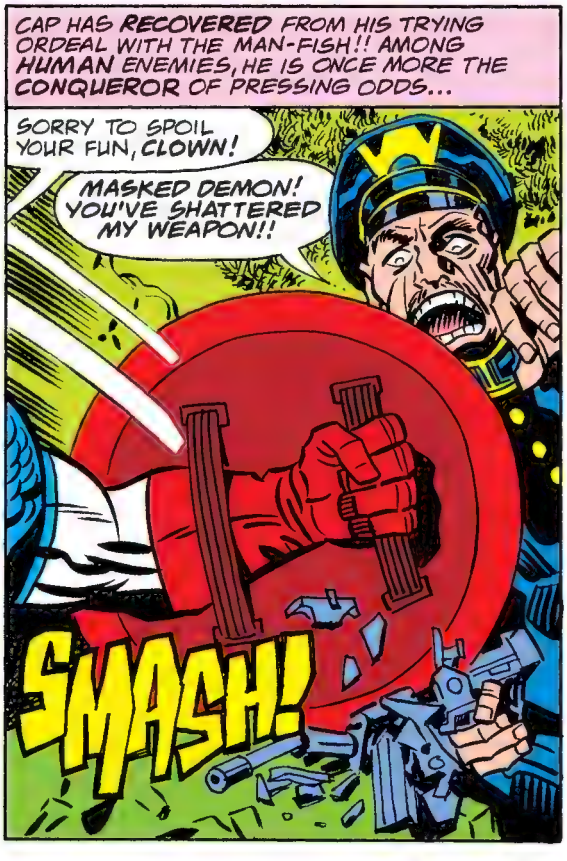
UNABLE TO COPE WITH THE STORM OF BULLETS, THE MONSTER EMITS A FINAL ROAR AND RETURNS TO THE DARK DEPTHS WHICH CLOSE ABOVE HIM AND SHIELD HIM FROM THE EXPLOSIVE CHAOS!!
THE BATTLE ON THE RIVER SHORE ENDS ABRUPTLY AS THE GUARDS ADVANCE ON THE REAL OBJECT OF THEIR SEARCH...
THE MAN-FISH IS GONE! WE CAN STAKE OUR CLAIM TO HIS VICTIM!
FORTUNE IS WITH US! THIS WILL BE AN EASY CAPTURE!
HA HA HA! SO THE TIGER HAS BEEN WEAKENED BY THE STRUGGLE!! SEIZE HIM!
HE OFFERS NO RESISTANCE...
ONE RARELY DOES AFTER MEETING THE MAN-FISH!
CAP IS LIFTED TO HIS FEET AND PROPPED AGAINST A TREE...
SPEAK, TIGER! HAVE YOU NO WORD OF THANKS FOR YOUR RESCUERS!?
YEAH! BLOW IT OUT YOUR MOUSTACHE!
THOSE ARE HARDLY WORDS OF GRATITUDE!
MANY PRISON ESCAPEES HAVE COME THIS WAY-- AND PERISHED!! YOU ARE THE FIRST TO KEEP YOUR SKIN INTACT!!!
NOW YOU KNOW WHY THIS INVITING BODY OF WATER IS CALLED THE "RIVER OF DEATH"! THE MAN-FISH GUARDS IT WELL!
ESCAPE IS IMPOSSIBLE, TIGER. WE'RE TAKING YOU TO OUR COMMANDANTE... HE WILL TREAT YOU AS DID THE MAN-FISH... BUT YOUR DEATH WILL BE--SLOWER!


MEANWHILE, AT A SHIELD REGIONAL OFFICE IN THE U.S.A...
WE'LL BREAK THIS MYSTERY, CHIEF! NOBODY CAN ABDUCT A SUPER-HERO LIKE CAP WITHOUT LEAVING A CLUE!
MAY I REMIND YOU THAT SOMEONE DID JUST THAT!! NOW, WHAT ELSE IS NEW!??
THERE'S AN ARMY OF FIELD AGENTS ON THE CASE, CHIEF!
WE'RE LITERALLY COMBING THE GLOBE FOR LEADS TO CAP'S DISAPPEARANCE!
EVEN NASA'S IN ON THE SEARCH! THEIR SATELLITE CAMERAS ARE CHECKING OUT ANYTHING THAT MOVES ON LAND, SEA OR AIR!
--AND YOU EXPECT ME TO RELAY THIS AMBIGUOUS TRIPE TO NICK FURY!?
HE'LL HANG ME FROM THE RAFTERS!!
PUSH HARDER, BLAST IT!! I WANT CAPTAIN AMERICA TO SHOW UP! AND REAL SOON!! IS THAT CLEAR?
THIS VANISHING ACT IS THE PUZZLER OF THE CENTURY, CHIEF. WE'RE USING EVERY AVAILABLE MAN!
AND MANY WHO CAN'T BE SPARED!
THAT BRINGS ME TO THE LATEST SUBJECT AT HAND!! I'VE HAD TO MAKE A NEW ENTRY IN THIS TOP SECRET FILE!! DO YOU KNOW WHY?
I DON'T HAVE TO GUESS. THE DISCOVERY WAS MADE BY AGENTS IN MY COMMAND.
Y-YOU MEAN THEY FOUND ANOTHER FREAK!!?
FILE 116

IT WAS A "DIGGER" THIS TIME!! A MAN-LIKE TERMITE, AS LARGE AS A HORSE!! "FILE 116" IS GROWING LARGER, GENTLEMEN!
W-WE KNOW, CHIEF.
KNOWING ISN'T ACTING! WE NEED OLD HANDS LIKE CAP IN ON THIS THING! WE NEED THE FALCON TO STOP THIS SPREAD OF MONSTERS!
NOW WE CAN'T EVEN FIND HIM!!
AT THAT MOMENT...
THAT'S JUST FINE, SHIELD MAN! THAT LAST REMARK SURE MAKES MY DAY!!
LEILA! FOR HEAVEN'S SAKE, GIRL! YOU KNOW BETTER THAN TO BREAK IN LIKE THIS!!
AFTER ALL, THIS IS A SHIELD OFFICE. WE DISCUSS PROBLEMS HERE OF INTERNATIONAL IMPORTANCE. YOU'VE GOT TO USE DISCRETION AND--!
YOU ARE DISCUSSING MY PROBLEM, MISTER!! TWO MISSING SUPERHEROES!
WHAT'S MORE, I FIND YOU SHERLOCKS VERY POOR COMFORT.
LEILA, LISTEN--
WHERE ARE THEY!? WHERE IS CAP!? WHERE IS THE FALCON!?
I'M CERTAIN THAT THE FALCON'S OKAY. HE'S OUT WITH THE REST OF US--LOOKING FOR CAP!
YEAH! LOOKING AND PERHAPS FINDING THE SAME HOLE THAT SWALLOWED HIS BEST FRIEND!

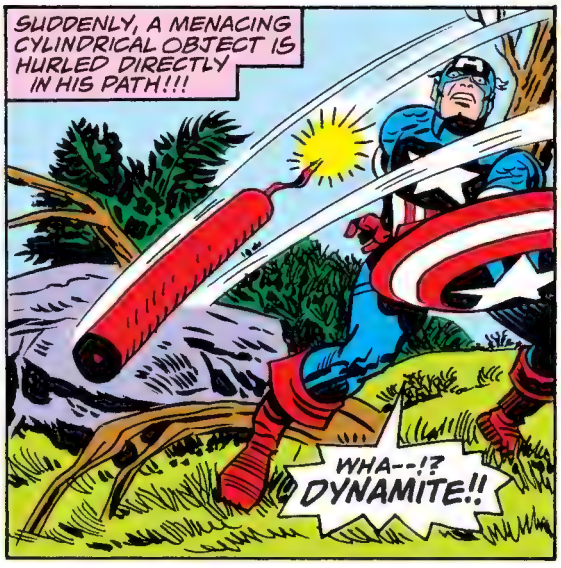

MY THOUGHTS HAVE BEEN A SERIES OF NIGHTMARES SINCE THIS THING BEGAN!! I SEE MONSTERS EVERYWHERE-- REACHING HUNGRILY FOR SAM--AND CAP!!
HEAR THAT? DO YOU THINK SHE KNOWS--?
NO! THE GIRL IS MERELY STRUNG OUT!
MONSTERS--FEARSOME VISIONS IN HEARTS FILLED WITH UNCERTAINTY AND DOUBT. SOMEWHERE, IN A VAST SKY ABOVE MASSED MOUNTAIN PEAKS, THE FALCON CONTINUES HIS SEARCH...
I REALIZE THAT I MAY BE A CONTINENT OFF MY MARK, BUT THE EFFORT TO FIND CAP MUST BE MADE!!
IF RELYING ON SHEER LUCK IS A FOOLISH GAMBLE, THEN, I'M A FOOL!!!
BUT WHAT WOULD CAP THINK IF I SAT WITH ARMS FOLDED--WAITING AT SHIELD FOR NEWS TO TRICKLE IN?
THIS INLAND AREA SEEMS MORE PROMISING THAN THE SEA COAST. IT'S FAIRLY RUGGED AND ISOLATED. COULD BE A LIKELY SPOT TO--
W-WHAT'S THAT BELOW!?
THE FALCON MAKES A STEEP AND HAZARDOUS DIVE AMONG THE JUTTING ROCK FACES TO INVESTIGATE A UNIQUE FORMATION OF TIMBER...
IT LOOKS LIKE A GIANT NEST!! BUT A NEST FOR--WHAT!?

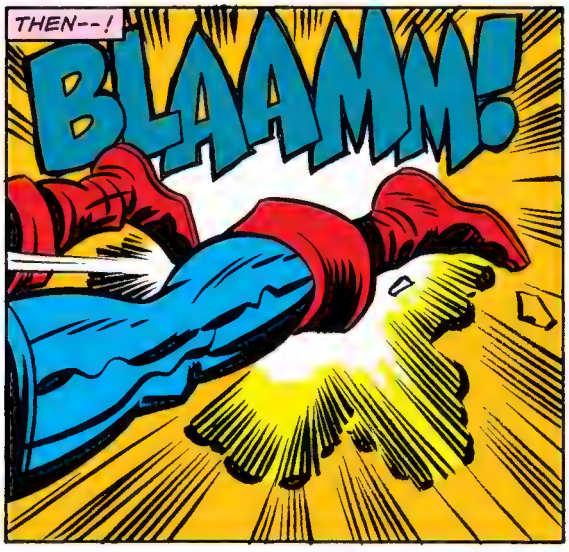

ALTHOUGH PARTED BY IMMENSE DISTANCES, THE FALCON AND CAP ARE ABOUT TO SHARE A SINGULARLY FRIGHTENING EXPERIENCE...
I'VE HAD MY FILL OF YOUR SMALL TALK!!
UGH!
WHAAM!
POK!
STOP HIM, YOU IDIOTS!

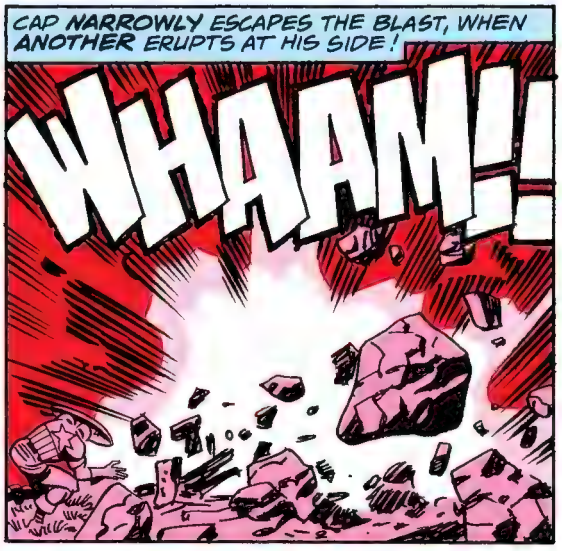

CAP HAS RECOVERED FROM HIS TRYING ORDEAL WITH THE MAN-FISH!! AMONG HUMAN ENEMIES, HE IS ONCE MORE THE CONQUEROR OF PRESSING ODDS...
SORRY TO SPOIL YOUR FUN, CLOWN!
MASKED DEMON! YOU'VE SHATTERED MY WEAPON!!
SMASH!

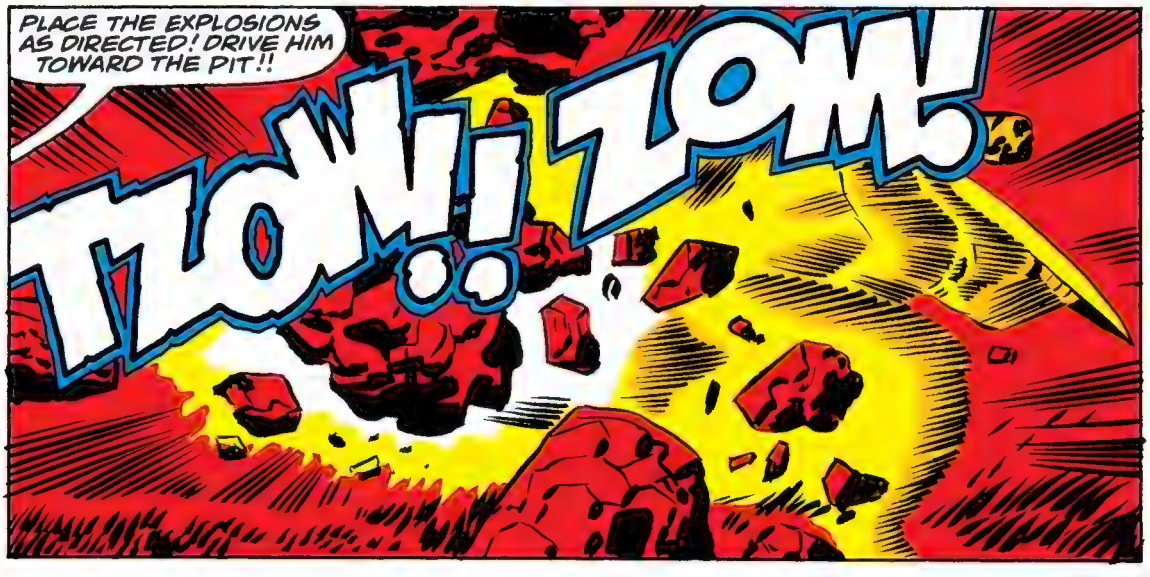
HIS CAPTORS ARE CONFOUNDED BY CAP'S ABILITY TO AVOID CONTAINMENT!! ONE BY ONE, THEY FALL VICTIM TO HIS MERCURIAL FORM OF COMBAT!!!
THE FIEND IS ESCAPING!! AAAA--!!
YOU'RE STANDING IN AN ACCIDENT ZONE, FELLA!
WOK!
KRAK!

NEITHER SHOUT NOR SHOT CAN HALT THE FLASHING PHANTOM AS HE RACES FOR FREEDOM!! CAP RAPIDLY OUTDISTANCES HIS PURSUERS!!!
WE CAN'T HIT HIM! HE'S AN IMPOSSIBLE TARGET!
THIS TAKES YEARS OF EXPERIENCE, MEN! IN A MESS OF TIGHT SPOTS!
POW!
POW!
POW!
POW


SUDDENLY, A MENACING CYLINDRICAL OBJECT IS HURLED DIRECTLY IN HIS PATH!!!
WHA--!? DYNAMITE!!

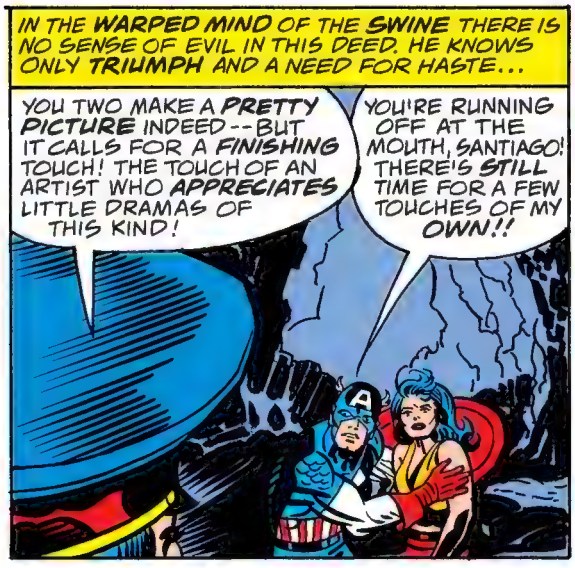

THEN--!
BLAAMM!


CAP NARROWLY ESCAPES THE BLAST, WHEN ANOTHER ERUPTS AT HIS SIDE!
WHAAM!!


PLACE THE EXPLOSIONS AS DIRECTED! DRIVE HIM TOWARD THE PIT!!
ZOW!!
ZOW!

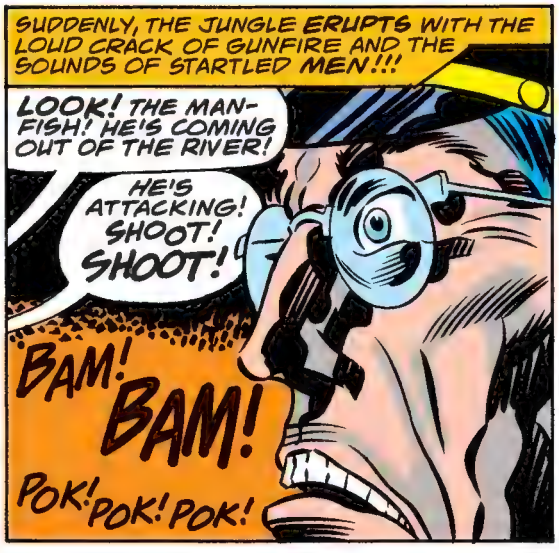
TO ESCAPE THE DYNAMITE EXPLOSIONS, CAP IS FORCED TO RUN IN ONE DIRECTION UNTIL--
THE GROUND'S GIVING WAY! I--I'M PLUNGING THROUGH! UGHH!!
CRASH!
WE'VE GOT HIM! HE'S TRAPPED IN THE PIT!!
NOW, I KNOW HOW THE TIGER FEELS WHEN HE IS HERDED INTO AN AMBUSH FOR THE HUNTER'S KILL!
THERE IS A LONG MOMENT OF SILENCE. THEN, A MAN'S SHADOW IS CAST ACROSS THE WALL OF THE PIT...
YOU TOOK YOUR TIME GETTING HERE, COMMANDANTE! GUESS YOU FEEL SAFE WITH ALL THAT DYNAMITE ON YOUR SIDE!
HECTOR SANTIAGO, SMALL TIME PRISON OFFICIAL AND BRUTALIZER OF MEN! SMALL WONDER THEY CALL YOU THE SWINE!
IT'S ALL TRUE, TIGER!!
BUT A FOUL NAME IS A SMALL PRICE TO PAY WHEN SUCH ENTERTAINMENT ABOUNDS IN THE JUNGLE...
TO BE FRANK, TIGER, I LOOK FORWARD TO THESE LITTLE HUNTS!
IS THIS ONE TO LIVE, SIR?
YES, HE SHALL LIVE! BUT THIS DAY SHALL ALWAYS BURN IN HIS MEMORY. HAND ME THE FLAME-THROWER!
HECTOR! NO! NO!!
IS IT NOT WISER TO KILL THIS TIGER NOW, SIR?

PERHAPS. BUT, SINCE MY DEAR COUSIN DONNA MARIA HAS JOINED US IN THE HOPE OF SEEING ME HUMBLED BY THIS MASKED ONE-- I SHALL INSIST THAT SHE WITNESS THE END OF HER DREAM!
YOU SADISTIC SWINE! DROP THAT FLAME-THROWER!
WHA--!!
THAT DISPLAY OF TEMPER SHALL COST YOU DEARLY, COUSIN!!
THIS IS THE LAST TIME THAT YOU AND I SHALL DISPUTE MY WAYS!! I'M GOING TO RID MYSELF OF YOUR CLACKING TONGUE FOREVER!!
DO YOUR WORST, COUSIN!! BUT DON'T EXPECT ME TO BEG FOR MERCY!!
HOW BRAVE YOU ARE, DONNA MARIA! WHY, YOU'RE AS BRAVE AS THIS TIGER, YOU SO ADMIRE!!
IT WOULD BE ONLY FITTING THAT YOU SHARE THE SAME FATE! DON'T YOU AGREE, MY DEAR!?
OF COURSE YOU DO!!
JOIN HIM, THEN!!
AS THE GIRL PLUMMETS INTO THE PIT, CAP MOVES TO BREAK HER FALL...
HAHAHA!!! THIS FINAL SCENE IS PERFECT! PERFECT!! HAHAHA!!
EASY, MISS! I'VE GOT YOU!

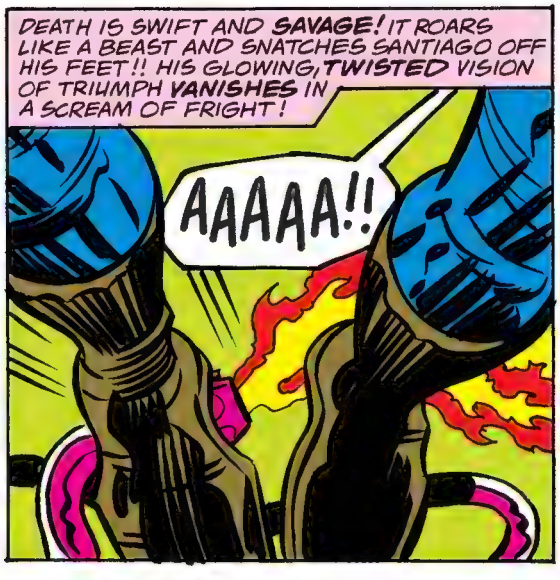

IN THE WARPED MIND OF THE SWINE THERE IS NO SENSE OF EVIL IN THIS DEED. HE KNOWS ONLY TRIUMPH AND A NEED FOR HASTE...
YOU TWO MAKE A PRETTY PICTURE INDEED--BUT IT CALLS FOR A FINISHING TOUCH! THE TOUCH OF AN ARTIST WHO APPRECIATES LITTLE DRAMAS OF THIS KIND!
YOU'RE RUNNING OFF AT THE MOUTH, SANTIAGO! THERE'S STILL TIME FOR A FEW TOUCHES OF MY OWN!!

WRONG, TIGER! YOUR TIME IS AT HAND!! THIS FLAME BURNS HOT AND BRIGHT--AND IS CONTROLLED BY THE HAND OF A SKILLED MASTER!!

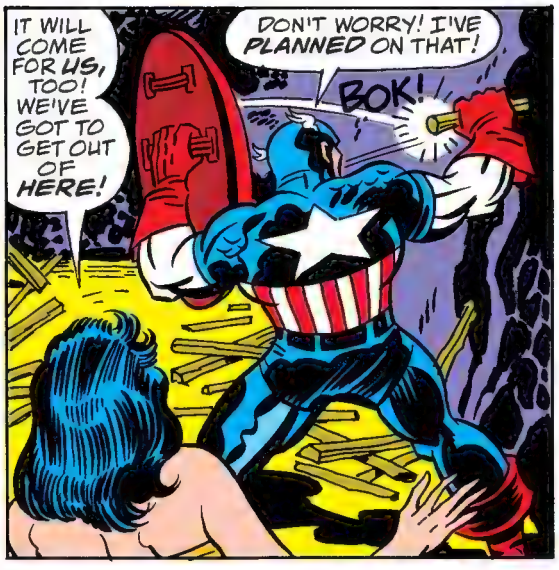
IF I WERE YOU, TIGER, I SHOULD PRAY AT THIS MOMENT-- OR, PERHAPS, FUMBLE FOR THE PROPER WORDS TO APPEASE MY ANGER!
BUT, AS DONNA MARIA CAN TELL YOU, THERE IS NOTHING YOU CAN DO THAT WILL STOP WHAT IS ABOUT TO HAPPEN!!


SUDDENLY, THE JUNGLE ERUPTS WITH THE LOUD CRACK OF GUNFIRE AND THE SOUNDS OF STARTLED MEN!!!
LOOK! THE MAN-FISH! HE'S COMING OUT OF THE RIVER!
HE'S ATTACKING! SHOOT! SHOOT!
BAM! BAM!
POK! POK! POK!

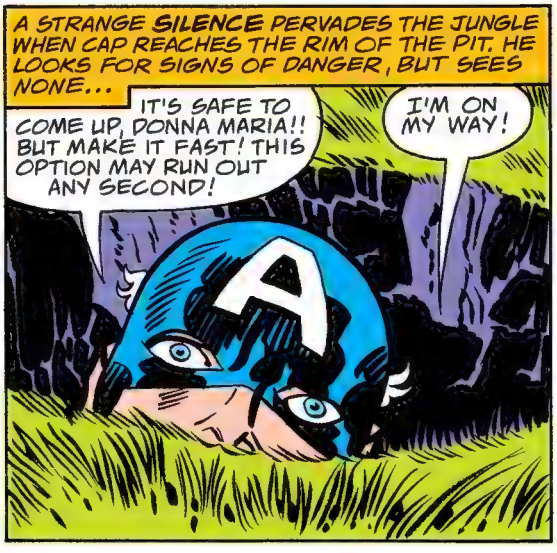
HECTOR SANTIAGO REMAINS SPEECHLESS AT THIS SUDDEN TURN OF FATE!! HE WATCHES, ALMOST MESMERIZED, AS HIS MEN FALL-- AS SCALY DEATH WHEELS IN HIS DIRECTION...
NO! NO!


DEATH IS SWIFT AND SAVAGE! IT ROARS LIKE A BEAST AND SNATCHES SANTIAGO OFF HIS FEET!! HIS GLOWING, TWISTED VISION OF TRIUMPH VANISHES IN A SCREAM OF FRIGHT!
AAAAA!!

MEANWHILE, IN THE PIT BELOW...
HELP! HELP! YAAAAAA!!
RRRRRR!
IT SEEMS LIKE THE SWINE'S RUN INTO SOMETHING NASTIER THAN HIMSELF!!
IT'S THE MAN-FISH!


IT WILL COME FOR US, TOO! WE'VE GOT TO GET OUT OF HERE!
DON'T WORRY! I'VE PLANNED ON THAT!
BOK!

SO YOU WERE HAMMERING PEGS INTO THE WALL ALL THIS TIME!
MY FRIENDS CALL ME CAP, MISS. I WON'T FORGET THAT YOU TRIED TO SAVE MY LIFE...
YOU ARE A CLEVER ONE, TIGER!!

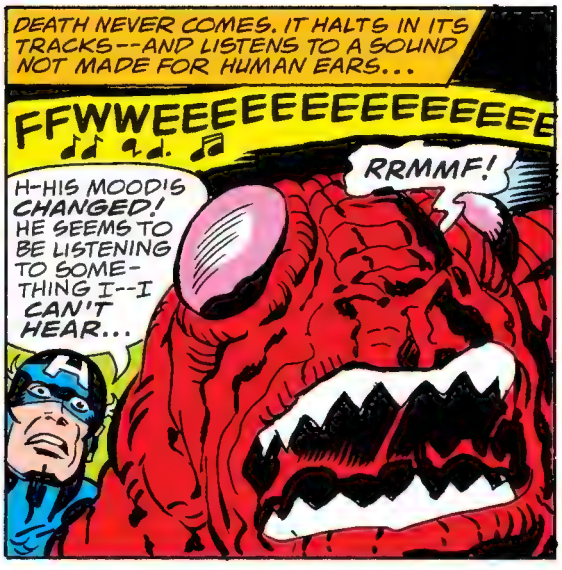

A STRANGE SILENCE PERVADES THE JUNGLE WHEN CAP REACHES THE RIM OF THE PIT. HE LOOKS FOR SIGNS OF DANGER, BUT SEES NONE...
IT'S SAFE TO COME UP, DONNA MARIA!! BUT MAKE IT FAST! THIS OPTION MAY RUN OUT ANY SECOND!
I'M ON MY WAY!

MAKE AS LITTLE NOISE AS POSSIBLE. IF THAT MAN-FISH IS STILL IN THE VICINITY, HE'LL BE LISTENING!!
T-THIS PLACE--! IT'S A SHAMBLES! THERE'S BEEN A TERRIBLE STRUGGLE.

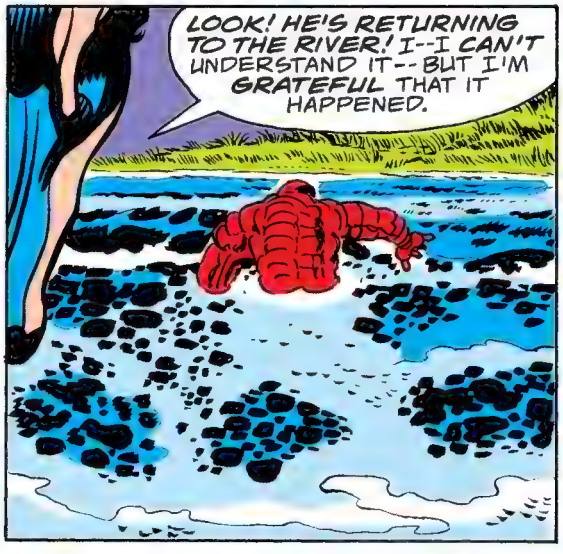
YES! SHORT, BUT TERRIBLE! IF THOSE ARE HECTOR SANTIAGO'S BOOTS--THE OTHER HALF OF HIM IS IN THE RIVER!!
HIS WAS A SICK AND TORMENTED MIND--WHICH HAS FINALLY FOUND PEACE!

CAP AND THE GIRL MAKE A FUTILE SEARCH FOR SURVIVORS OF THE ATTACK. THIS TIME, THE MAN-FISH'S BESTIAL WORK HAS BEEN THOROUGH!!
THAT THING IS A MURDER MACHINE! THEY DIDN'T HAVE A CHANCE!
THERE'S NOTHING WE CAN DO HERE!
LET'S LEAVE CAP--! WHILE WE CAN!
AT THAT INSTANT--!!
CAP! LOOK OUT! IT'S THE MAN-FISH!!
RRRRRRRR
RUN, DONNA MARIA! I'LL HANDLE HIM!
CAP'S SHIELD HURTLES AT THE BEAST LIKE A FLASHING METEOR!!
ZONK
THAT DIDN'T EVEN RUFFLE HIS SCALES! IT ONLY MADE HIM ANGRIER!
CAP'S AGILITY SAVES HIM FROM DEATH AS THE MAN-FISH ROARS DOWN UPON HIM!
RRRRRRRR!

SUDDENLY, DONNA MARIA JOINS THE GRISLY GAME. SOMEHOW, SHE MUST DO SOMETHING TO HELP THIS BRAVE COMPANION!
DON'T! STAY OUT OF THIS! DO WHAT I TELL YOU!!
AAAARRR
NO! WE ESCAPE OR DIE-- TOGETHER!

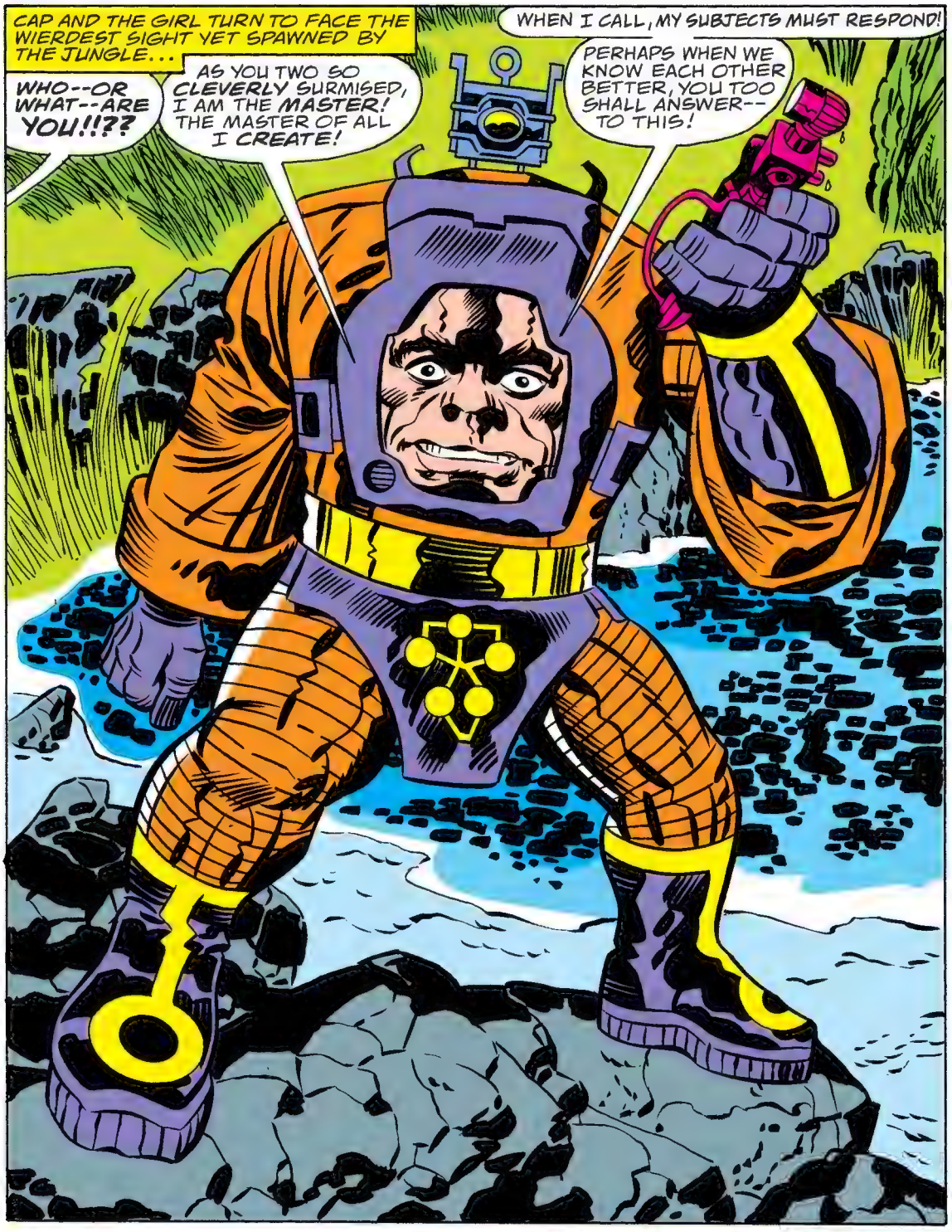

DEATH NEVER COMES. IT HALTS IN ITS TRACKS--AND LISTENS TO A SOUND NOT MADE FOR HUMAN EARS...
FFWWEEEEEEEEEEEEEE
H-HIS MOOD IS CHANGED! HE SEEMS TO BE LISTENING TO SOME-THING I--I CAN'T HEAR...
RRMMF!

HE'S IGNORING US! PERHAPS THERE IS A CHANCE!
LET'S HOPE SO! THIS MAY BE A LUCKY BREAK!


LOOK! HE'S RETURNING TO THE RIVER! I--I CAN'T UNDERSTAND IT-- BUT I'M GRATEFUL THAT IT HAPPENED.

THERE'S SOMETHING FAMILIAR IN ALL OF THIS. YES, HE BEHAVES LIKE A GUARD DOG, WHO OBEYS AN ULTRA-SONIC WHISTLE!
SAY! YOU MAY HAVE A POINT, THERE.

IF I DO MAKE A POINT-- THEN THAT THING HAS A MASTER!! SOMEONE WHO HAS TRAINED HIM TO KILL!!
"SURVIVE" IS THE CORRECT WORD MY DEAR.
WHA--!?


CAP AND THE GIRL TURN TO FACE THE WIERDEST SIGHT YET SPAWNED BY THE JUNGLE...
WHO--OR WHAT--ARE YOU!!??
AS YOU TWO SO CLEVERLY SURMISED, I AM THE MASTER! THE MASTER OF ALL I CREATE!
WHEN I CALL, MY SUBJECTS MUST RESPOND!
PERHAPS WHEN WE KNOW EACH OTHER BETTER, YOU TOO SHALL ANSWER-- TO THIS!

YESTERDAY'S FANTASY! TODAY'S TRUTH! TOMORROW'S TERROR?

NEXT: ARNIM ZOLA!

BIO-FANATIC!

CAPT. AMERICA
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CAPTAIN AMERICA AND THE FALCON
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HE PRODUCED WHAT FRANKENSTEIN WOULD NOT DARE! MEET ARNIM ZOLA, THE BIO-FANATIC!
ATTACK, PRIMUS... ATTACK!

1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation*...to awaken in the *mid-1960's*, a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

WRITTEN, EDITED & DRAWN BY **JACK KIRBY** • INKED BY FRANK GIACOIA • ADMIRED BY ARCHIE GOODWIN

IT USED TO BE A POPULAR **SCIENCE-FICTION** THEME UNTIL MODERN TECHNOLOGY MADE IT FACT-- LIFE **CAN** BE MANUFACTURED IN A TEST TUBE TODAY, AND THE SCIENCE OF **GENETIC ENGINEERING** IS NOW EXPANDING ITS HORIZONS. THE QUESTION IS-- **WHERE DO WE GO FROM HERE?** AND **HOW FAR??** CAP FINDS A HORRIFYING ANSWER, DEEP IN THE CENTRAL AMERICAN JUNGLE!!! HE FINDS--

ARNIM ZOLA-- The BIO-FANATIC!!

WHY, YOU'RE CAPTAIN AMERICA!! WHAT A FINE STROKE OF LUCK!
FATE HAS BROUGHT YOU TO ME IN THE GUISE OF A JUNGLE OFFERING!
THAT'S JUST BULLY, FRIEND-- BUT WHO OR WHAT ARE YOU?
T-THERE IS A B-BOX WHERE HIS HEAD SHOULD BE... B-BUT HE IS NOT WITHOUT A FACE!
JIM NOVAK LETTERER • GEORGE ROUSSOS COLORIST

WHAT BEGAN AS A TROPIC MISADVENTURE HAS SUDDENLY SPROUTED A FANTASTIC SPIN-OFF! RIO DE MUERTE (THE RIVER OF DEATH) HAS YIELDED ITS SECRET -- A MAN-LIKE MONSTER WHICH LIVES IN ITS DEPTHS. BUT IT EXISTS ONLY TO SERVE THE BIZARRE BEING IN COMMAND OF ITS DESTINY...

LOOK! HE SUMMONS YET ANOTHER MONSTROSITY! I-IT DRIFTS DOWN FROM THE SKY LIKE SOME UGLY BALLOON!!!

I--I AM FRIGHTENED! FRIGHTENED!!

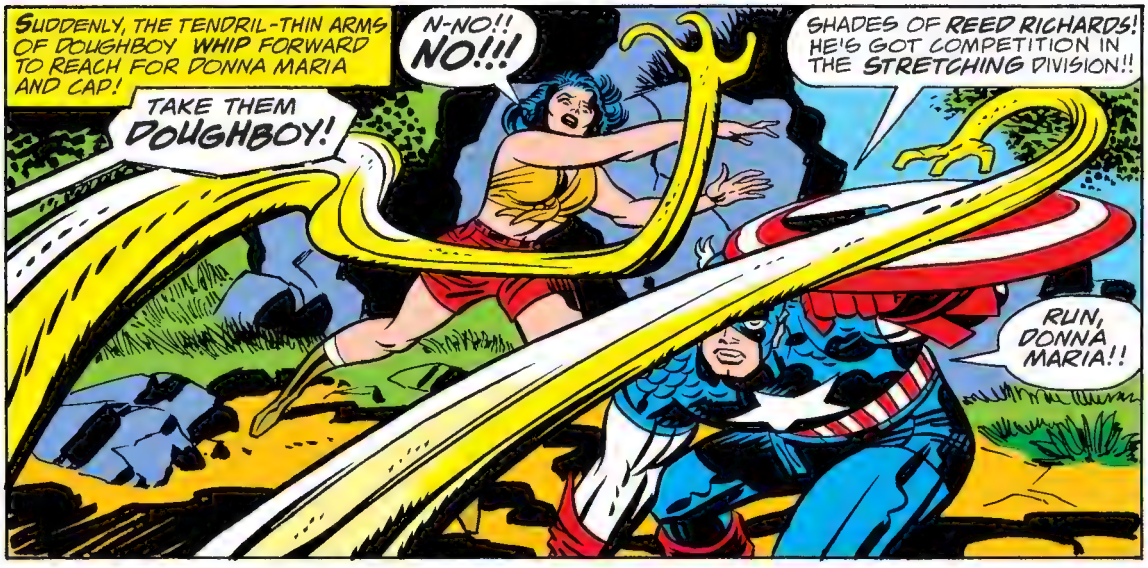
I UNDERSTAND, DONNA MARIA. THIS IS NO LONGER A MERE CASE OF GOOD GUYS VERSUS BAD GUYS!

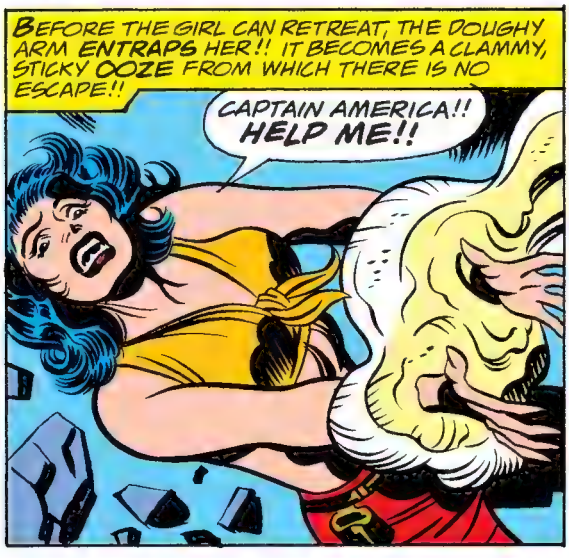
BUT KEEP YOUR COOL! KEEP YOUR MIND FREE FOR ACTION!!

BRAVO CAPTAIN! WELL SPOKEN! YOU ARE INDEED THE LIVING IMAGE OF THE LEGEND KNOWN BY ALL!

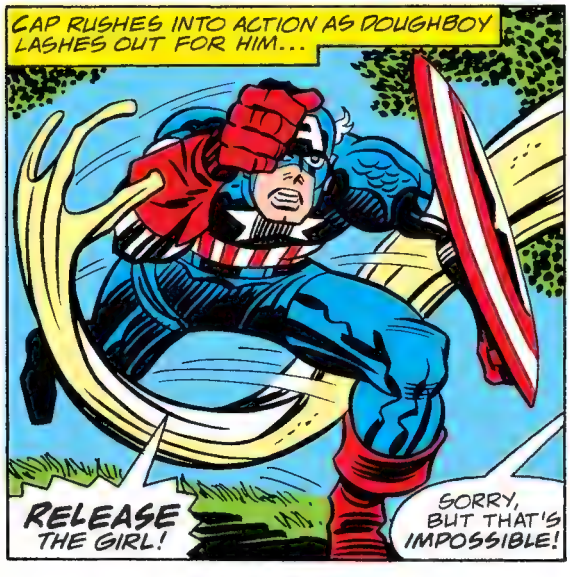
STILL, THERE IS NO NEED TO BE WARY OF DOUGHBOY!

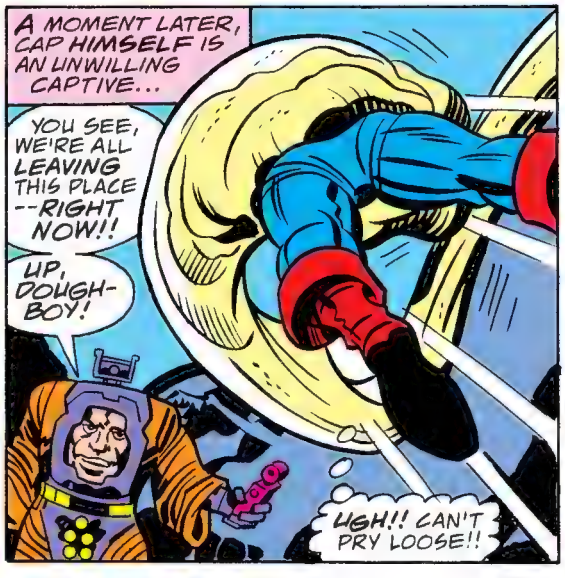
YOU SHALL DISCOVER THAT HE'S MORE OF A MIRACLE THAN A THREAT!

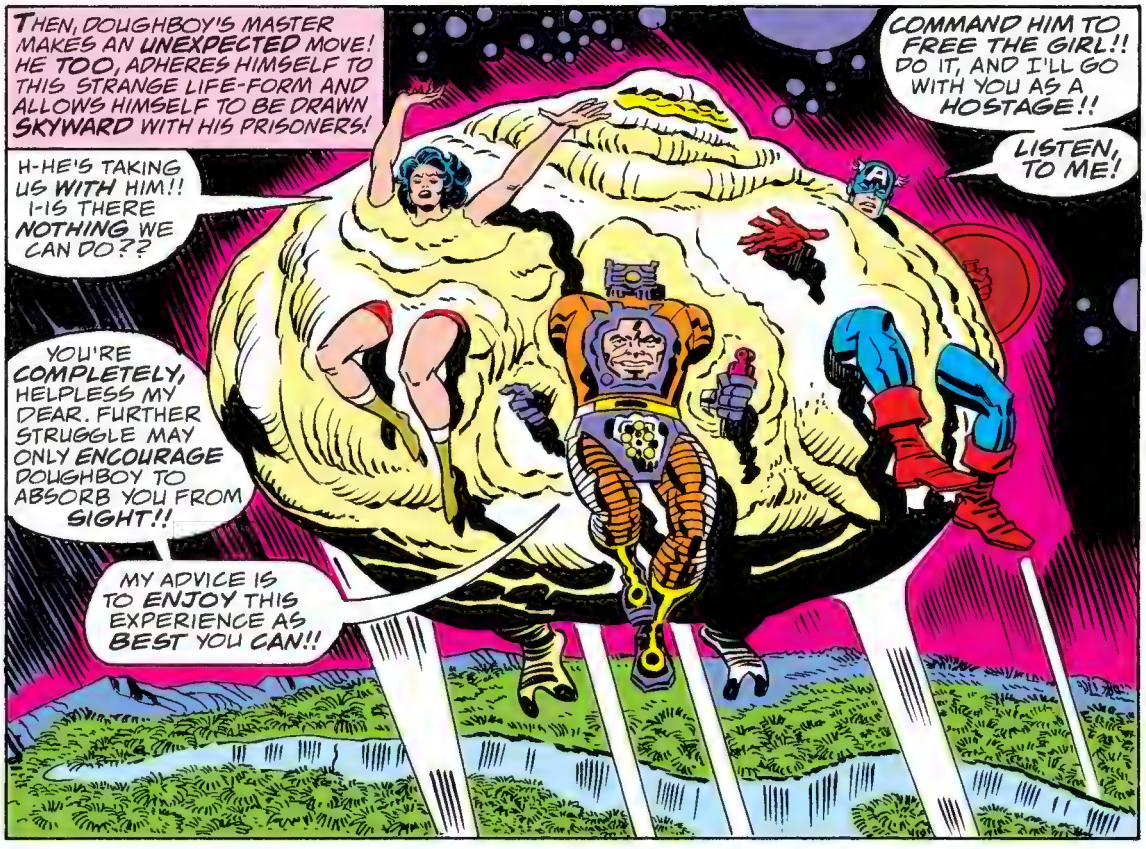

SUDDENLY, THE TENDRIL-THIN ARMS OF DOUGHBOY WHIP FORWARD TO REACH FOR DONNA MARIA AND CAP!
N-NO!! NO!!!
TAKE THEM DOUGHBOY!
SHADES OF REED RICHARDS! HE'S GOT COMPETITION IN THE STRETCHING DIVISION!!
RUN, DONNA MARIA!!


BEFORE THE GIRL CAN RETREAT, THE DOUGHY ARM ENTRAPS HER!! IT BECOMES A CLAMMY, STICKY OOZE FROM WHICH THERE IS NO ESCAPE!!
CAPTAIN AMERICA!! HELP ME!!

HELP!!
I-IT'S GOT HER!! BUT IT WON'T HOLD HER!

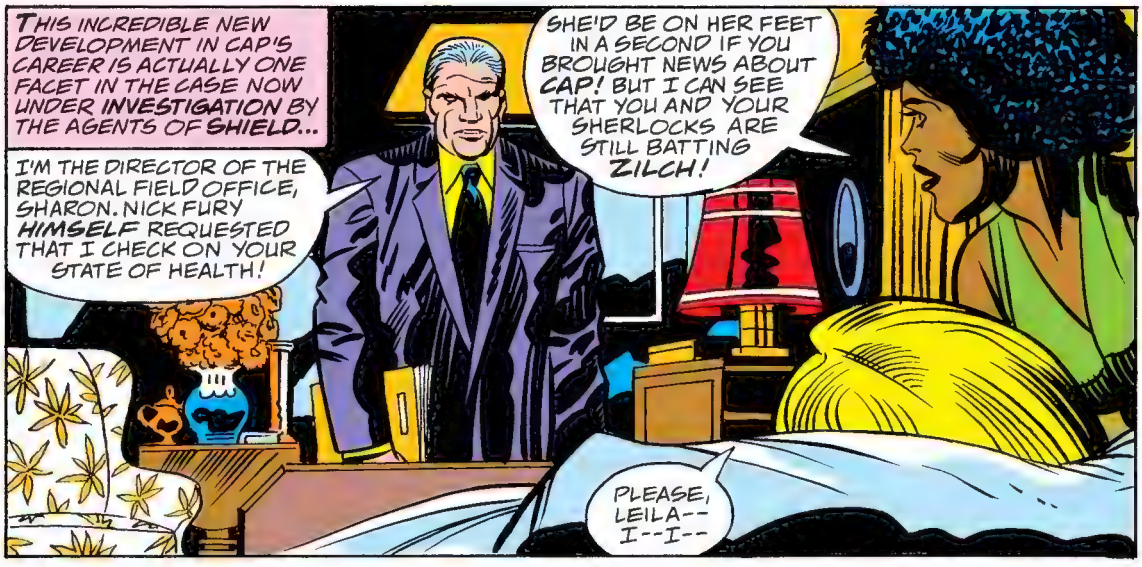

CAP RUSHES INTO ACTION AS DOUGHBOY LASHES OUT FOR HIM...
RELEASE THE GIRL!
SORRY, BUT THAT'S IMPOSSIBLE!

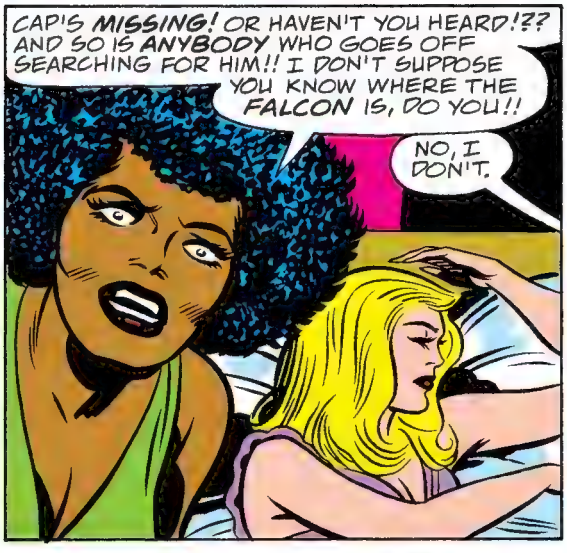

A MOMENT LATER, CAP HIMSELF IS AN UNWILLING CAPTIVE...
YOU SEE, WE'RE ALL LEAVING THIS PLACE --RIGHT NOW!!
UP, DOUGH-BOY!
UGH!! CAN'T PRY LOOSE!!


THEN, DOUGHBOY'S MASTER MAKES AN UNEXPECTED MOVE! HE TOO, ADHERES HIMSELF TO THIS STRANGE LIFE-FORM AND ALLOWS HIMSELF TO BE DRAWN SKYWARD WITH HIS PRISONERS!
COMMAND HIM TO FREE THE GIRL!! DO IT, AND I'LL GO WITH YOU AS A HOSTAGE!!
LISTEN, TO ME!
H-HE'S TAKING US WITH HIM!! I-IS THERE NOTHING WE CAN DO??
YOU'RE COMPLETELY, HELPLESS MY DEAR. FURTHER STRUGGLE MAY ONLY ENCOURAGE DOUGHBOY TO ABSORB YOU FROM SIGHT!!
MY ADVICE IS TO ENJOY THIS EXPERIENCE AS BEST YOU CAN!!

ALL ENTREATIES FAIL AS THE BALLOON-LIKE CREATURE RISES TO THE EDGE OF SPACE. THEN, IT BEGINS TO CHANGE ITS SHAPE IN ORDER TO ENFOLD ITS PASSENGERS...
W-WHAT IS IT DOING? I--I DON'T UNDERSTAND!
I'M NOT WORRIED IF "HEADLESS" ISN'T!!
HAVE NO FEAR. THIS PROCEDURE IS FOR YOUR PROTECTION ONLY.

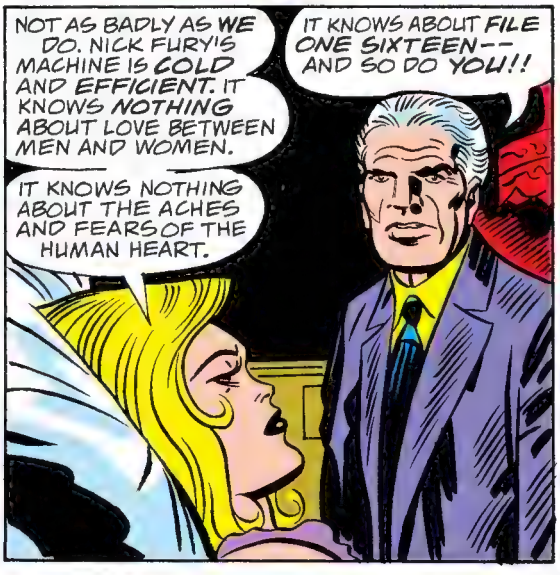
SOON AFTER, CAP AND THE GIRL FIND THEMSELVES IN A FLESHY HOLLOW FORMED BY THE CREATURE!!
W-WE'RE INSIDE THE THING--AND STILL UNHARMED!
THERE'S AIR IN HERE. IT'S ALSO MANY DEGREES WARMER THAN IT IS OUTSIDE!
PRECISELY, CAPTAIN. IN EFFECT YOU ARE IN AN ORGANIC CAPSULE!


THIS INCREDIBLE NEW DEVELOPMENT IN CAP'S CAREER IS ACTUALLY ONE FACET IN THE CASE NOW UNDER INVESTIGATION BY THE AGENTS OF SHIELD...
I'M THE DIRECTOR OF THE REGIONAL FIELD OFFICE, SHARON. NICK FURY HIMSELF REQUESTED THAT I CHECK ON YOUR STATE OF HEALTH!
SHE'D BE ON HER FEET IN A SECOND IF YOU BROUGHT NEWS ABOUT CAP! BUT I CAN SEE THAT YOU AND YOUR SHERLOCKS ARE STILL BATTING ZILCH!
PLEASE, LEILA-- I--I--


CAP'S MISSING! OR HAVEN'T YOU HEARD!?? AND SO IS ANYBODY WHO GOES OFF SEARCHING FOR HIM!! I DON'T SUPPOSE YOU KNOW WHERE THE FALCON IS, DO YOU!!
NO, I DON'T.

BUT I DO KNOW THIS--WHEREVER CAP AND THE FALCON ARE, THE JOB IS BEING DONE!! THE JOB THIS COUNTRY DEMANDS OF US ALL.
HOORAY FOR OUR SIDE!!!
DON'T MIND, LEILA! WAITING IS A ROUGH GAME, TOO. IT HASN'T BEEN EASY FOR US.

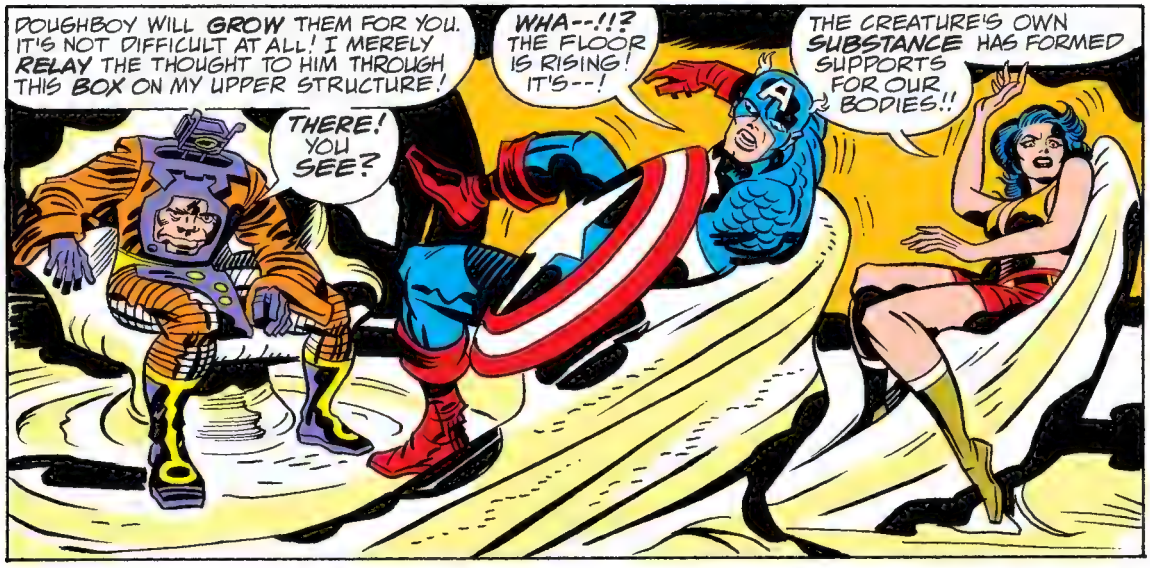
OF COURSE NOT. TWO MISSING SUPER-HEROES CAN LEAVE A LARGE VACUUM. SHIELD NEEDS THEM TOO, YOU KNOW.
IN FACT, WE NEED THEM BADLY!!

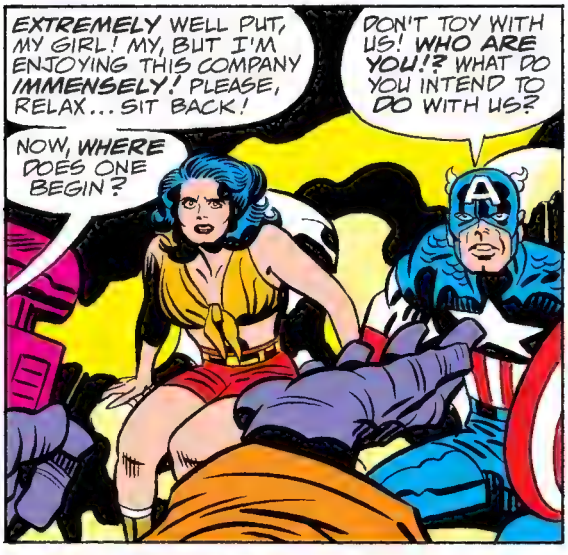

NOT AS BADLY AS WE DO. NICK FURY'S MACHINE IS COLD AND EFFICIENT. IT KNOWS NOTHING ABOUT LOVE BETWEEN MEN AND WOMEN.
IT KNOWS NOTHING ABOUT THE ACHES AND FEARS OF THE HUMAN HEART.
IT KNOWS ABOUT FILE ONE SIXTEEN-- AND SO DO YOU!!

HERE! REFRESH YOUR MEMORY WITH THE KNOWN FACTS!! IN SHORT, YOU'RE JOINING THE REST OF US IN CRACKING THIS CASE!!
B-BUT I--I'M NO LONGER AN AGENT OF SHIELD! I'M NOT EVEN ON INACTIVE DUTY!!
FILE 116
WELL, YOU WIN IT, MISTER! YOU WIN THE "SWEETHEART OF THE CENTURY" AWARD! HOW COULD YOU--!?
I KNOW WHAT I'M DOING, SISTER! I'M PUTTING AN AGENT TO WORK!! SHIELD NEEDS EVERY AVAILABLE HAND ON THIS JOB!!
THANKS FOR REVISING MY STATUS-- SWEETHEART!
BUT, AS SHARON STUDIES THE TOP SECRET FILE, SHE IS GRIPPED BY A FEAR WHICH SURMOUNTS ALL OTHERS...
T-THESE PHOTOS!! A-ARE THESE MONSTERS FOR REAL??
THOSE THINGS HAVE KILLED SOME OF OUR BEST MEN!
FILE 116
CONFIDENTIAL
SOMEONE'S PLAYING FRANKENSTEIN WITH THE WORLD, HONEY! WE'VE GOT TO FIND THAT SOMEONE AND TAKE AWAY HIS INSTRUMENTS! ARE YOU IN ON THE DEAL??
I-IF THAT'S AN ORDER, I--I GUESS-- I'M IN.
OH, NO! NO! I THINK WE'RE ABOUT TO LOSE ANOTHER ONE!!

SHARON, YOU MUST BE OUT OF YOUR MIND! DO YOU KNOW WHAT YOU'RE DOING??
I--I'M DOING WHAT CAP WOULD DO--NO MATTER HOW BADLY IT HURTS INSIDE.
YOU HEARD "MISTER WONDERFUL", HERE!! THIS JOB IS A KILLER!! AND WINDING UP DEAD IS NO WAY TO WIN EQUALITY WITH MEN!!
I-IT'S WORK, LEILA. I-IT'S BETTER THAN THE TRIAL OF WAITING!!
SPEAKING AS AN OLD MALE CHAUVINIST, I FIND THIS YOUNG LADY UNCOMMONLY SENSIBLE!
I'LL EXPECT YOU AT THE OFFICE FOR YOUR INSTRUCTIONS.
HMMPF! YOU MUST HAVE BEEN PART OF THE ORIGINAL "DIRTY DOZEN" DURING WORLD WAR TWO!
THAT CAKE OF ICE MUST'VE BEEN THE COMMANDING OFFICER! TELL HIM TO BLOW AWAY, HONEY! TELL HIM--
I'M GOING TO DO WHAT SHIELD EXPECTS OF ME--! BUT NOT BEFORE I'VE HAD A NEW HAIR-DO!
SEND THE BILL TO ME!
MEANWHILE, HIGH IN THE EARTH'S STRATOSPHERE, DOUGHBOY HAS STREAMLINED HIS FORM AND STREAKS ACROSS THE WORLD...
YOU ARE TRAVELLING INSIDE AN AMAZING ANIMAL, CAPTAIN AMERICA--ONE THAT CAN ACHIEVE SUPERSONIC SPEEDS!

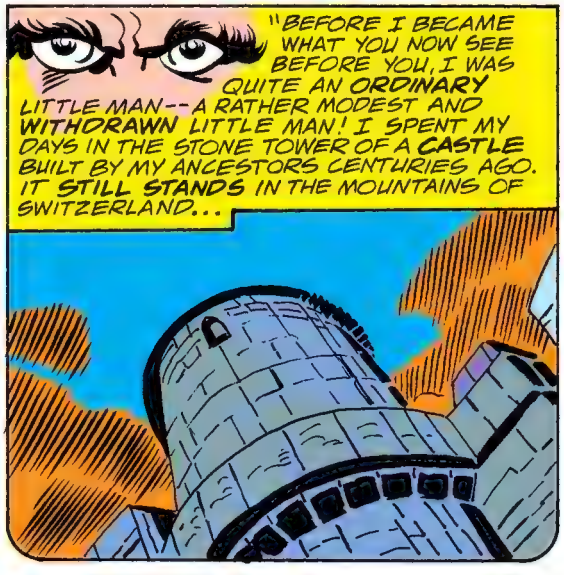
DOUGHBOY MOVES ABOUT LIKE THE SQUID OR OCTOPUS, WITH NATURAL AIR JETS--ONLY MY PET IS MUCH FASTER!
HE CAN APPARENTLY HARDEN HIS HIDE, TOO! THESE WALLS LOOK PRETTY SOLID!
VERY OBSERVANT, MY DEAR FELLOW! IF YOU WERE TO SEE DOUGHBOY FROM THE OUTSIDE RIGHT NOW, HE'D SEEM VERY SIMILAR TO A FLYING SAUCER!
I WOULDN'T MIND A LOOK OUTSIDE--IF ONLY TO PROTECT MY SANITY!!
I'M CERTAIN THAT DOUGHBOY WILL OBLIGE. ALL HE NEEDS IS A BIT OF PRODDING -- WITH THIS!!
T-THE WALL--! I-IT'S GROWING THINNER WHERE THAT BEAM STRIKES!
SOON...
THIS SPOT IS NOW COMPLETELY TRANSPARENT!
I-IT'S LIKE A WINDOW! WE CAN SEE THE LAND RUSH BY BELOW US!!!
YES, YOU'RE FLYING OVER HILL AND DALE! HAPPILY ADJUSTING TO A MARVEL WHICH ONLY A CHOSEN FEW HAVE BEEN FORTUNATE TO SEE!!
YES...TELL US MORE--ABOUT THE OTHERS!!
T-THERE HAVE BEEN OTHERS--? LIKE US?
WHAT HAPPENED TO THEM!? WHAT DID YOU DO TO THEM!?
WELL, THAT'S PART OF A LONG BUT VERY INTERESTING TALE! I'D SUGGEST A SEAT FOR EACH OF YOU -- LIKE THIS ONE.

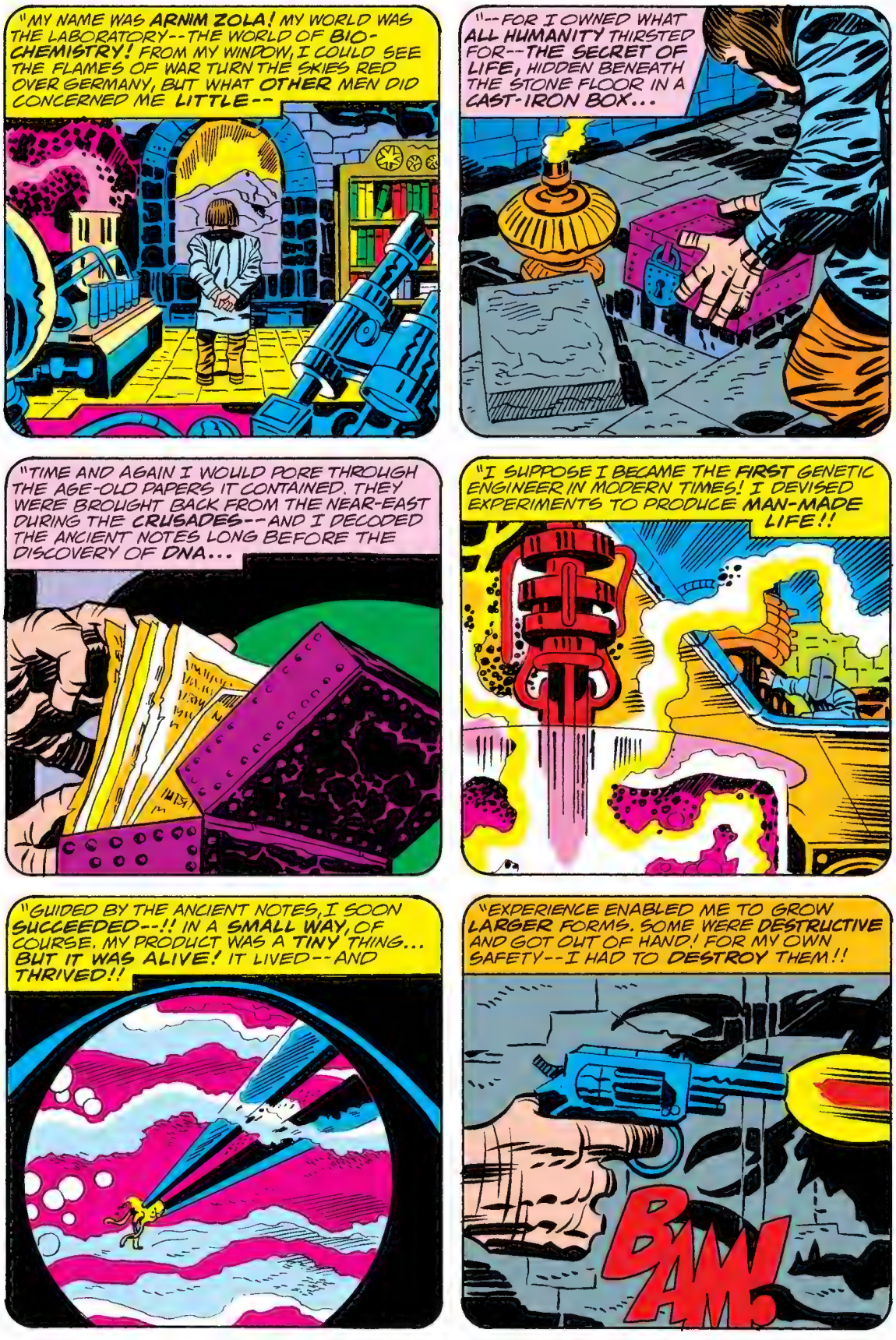

DOUGHBOY WILL GROW THEM FOR YOU. IT'S NOT DIFFICULT AT ALL! I MERELY RELAY THE THOUGHT TO HIM THROUGH THIS BOX ON MY UPPER STRUCTURE!
THERE! YOU SEE?
WHA--!!? THE FLOOR IS RISING! IT'S--!
THE CREATURE'S OWN SUBSTANCE HAS FORMED SUPPORTS FOR OUR BODIES!!

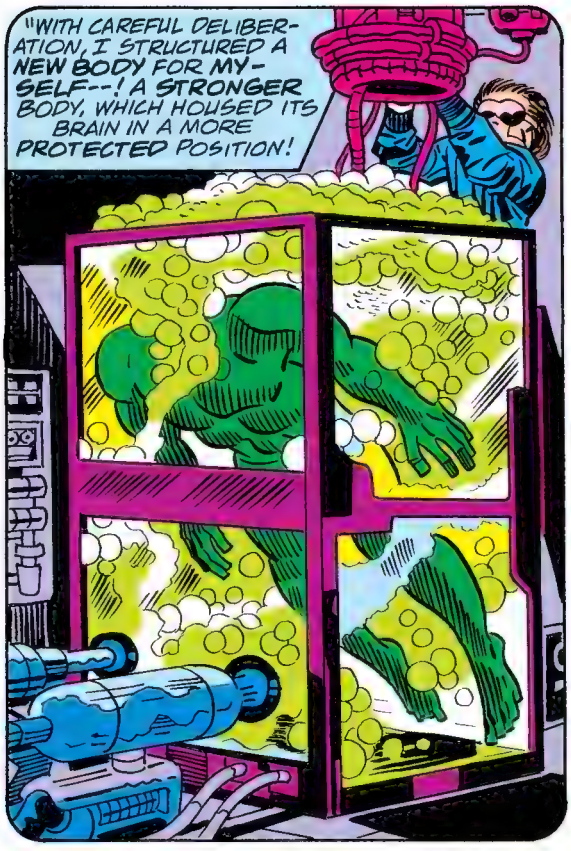

EXTREMELY WELL PUT, MY GIRL! MY, BUT I'M ENJOYING THIS COMPANY IMMENSELY! PLEASE, RELAX... SIT BACK!
DON'T TOY WITH US! WHO ARE YOU!? WHAT DO YOU INTEND TO DO WITH US?
NOW, WHERE DOES ONE BEGIN?

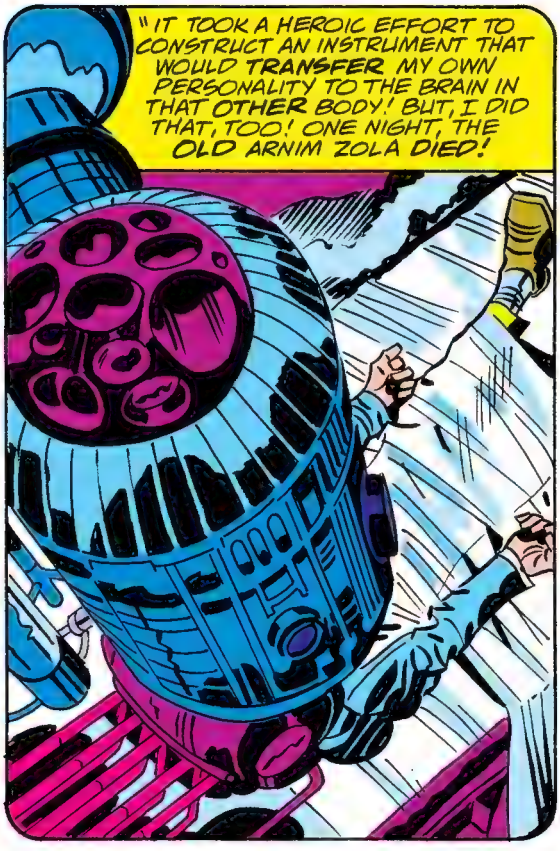
COME, NOW! COME, NOW! CAN YOU EXPECT ALL THAT YOU'VE SEEN TO BE SUMMED UP IN A FEW CONCISE WORDS?
SOMEHOW, I HAVE THE STRANGE FEELING THAT I KNOW WHAT THIS IS ALL ABOUT.
LET HIM SPEAK.

INDEED!! I--I DIDN'T REALIZE THAT MY WORK WAS SO WIDELY ACKNOWLEDGED!
NICK FURY WILL NEVER BELIEVE THIS! BUT I'VE FOUND THE SOURCE OF FILE ONE-SIXTEEN!
HOWEVER, IF YOU'LL PERMIT ME, I SHOULD LIKE TO PROCEED!
OH, DO GO ON!


"BEFORE I BECAME WHAT YOU NOW SEE BEFORE YOU, I WAS QUITE AN ORDINARY LITTLE MAN--A RATHER MODEST AND WITHDRAWN LITTLE MAN! I SPENT MY DAYS IN THE STONE TOWER OF A CASTLE BUILT BY MY ANCESTORS CENTURIES AGO. IT STILL STANDS IN THE MOUNTAINS OF SWITZERLAND...


"MY NAME WAS ARNIM ZOLA! MY WORLD WAS THE LABORATORY--THE WORLD OF BIO-CHEMISTRY! FROM MY WINDOW, I COULD SEE THE FLAMES OF WAR TURN THE SKIES RED OVER GERMANY, BUT WHAT OTHER MEN DID CONCERNED ME LITTLE--
"--FOR I OWNED WHAT ALL HUMANITY THIRSTED FOR--THE SECRET OF LIFE, HIDDEN BENEATH THE STONE FLOOR IN A CAST-IRON BOX...
"TIME AND AGAIN I WOULD PORE THROUGH THE AGE-OLD PAPERS IT CONTAINED. THEY WERE BROUGHT BACK FROM THE NEAR-EAST DURING THE CRUSADES--AND I DECODED THE ANCIENT NOTES LONG BEFORE THE DISCOVERY OF DNA...
"I SUPPOSE I BECAME THE FIRST GENETIC ENGINEER IN MODERN TIMES! I DEVISED EXPERIMENTS TO PRODUCE MAN-MADE LIFE!!
"GUIDED BY THE ANCIENT NOTES, I SOON SUCCEEDED--!! IN A SMALL WAY, OF COURSE. MY PRODUCT WAS A TINY THING... BUT IT WAS ALIVE! IT LIVED--AND THRIVED!!
"EXPERIENCE ENABLED ME TO GROW LARGER FORMS. SOME WERE DESTRUCTIVE AND GOT OUT OF HAND! FOR MY OWN SAFETY--I HAD TO DESTROY THEM!!
BAM!


"WITH CAREFUL DELIBERATION, I STRUCTURED A NEW BODY FOR MYSELF--! A STRONGER BODY, WHICH HOUSED ITS BRAIN IN A MORE PROTECTED POSITION!

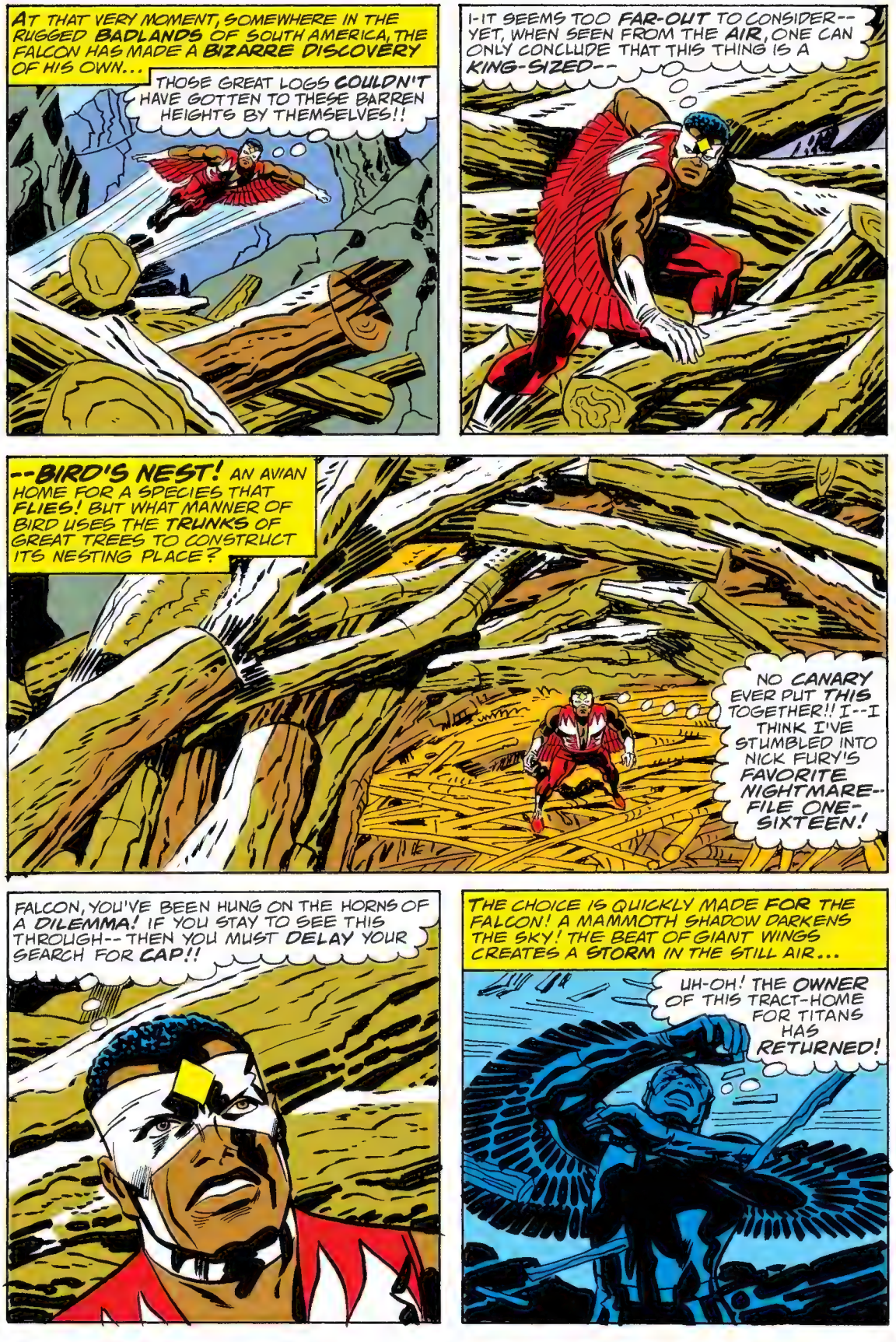

"IT TOOK A HEROIC EFFORT TO CONSTRUCT AN INSTRUMENT THAT WOULD TRANSFER MY OWN PERSONALITY TO THE BRAIN IN THAT OTHER BODY! BUT, I DID THAT, TOO! ONE NIGHT, THE OLD ARNIM ZOLA DIED!

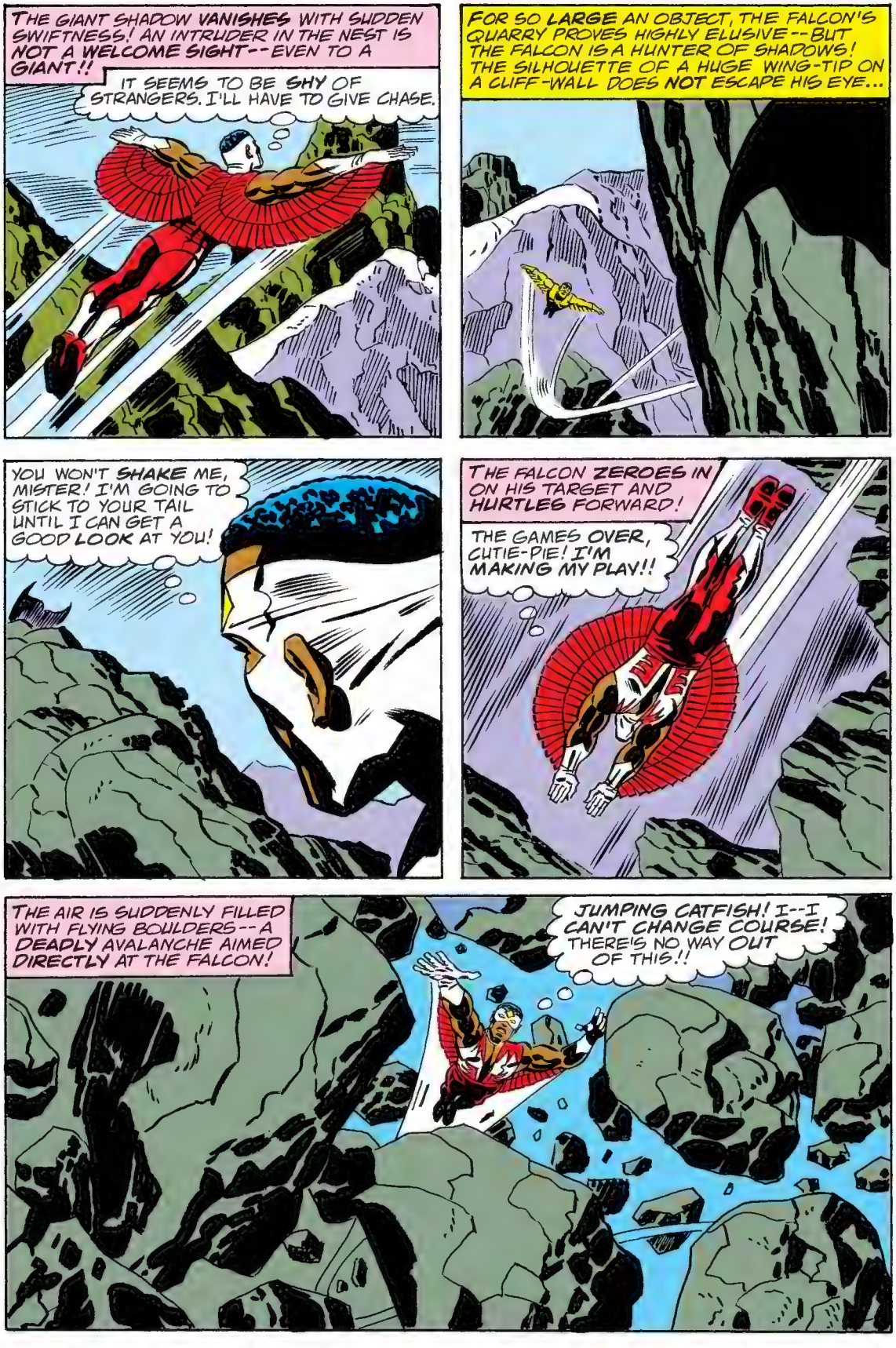
"THE NEW ONE LIVED TO CONTINUE HIS WORK! HE WAS ABLE TO DEAL WITH WHATEVER HIS EXPERIMENTS PRODUCED. THE NEW BRAIN WITHIN HIS BODY WAS SO POTENT THAT HE COULD CONTROL THEM BY THOUGHT ALONE..."

THIS IS HORRIBLE! CAN HE DO THAT TO US? CAN HE REACH INTO OUR MINDS AND FORCE US TO DO HIS BIDDING?
THAT'S AN INTERESTING QUESTION, ZOLA! CAN YOU CONTROL US...AS YOU DO YOUR CREATURES?
NO! IT IS A PUZZLE THAT I'VE YET TO SOLVE!

MY BRAIN-WAVES ARE POWERFUL, INDEED! THEY EMERGE FROM WITHIN MY BODY AND ARE SENT OUT AS MIGHTY SIGNALS FROM THIS TRANSMITTER. BUT--
BUT THEY CAN'T AFFECT LIFE PRODUCED BY NATURE, IS THAT IT?
SURE, THAT'S IT, ALL RIGHT!! YOU'VE TOLD US THE TRUTH -- AND IT'S THE TRUTH THAT KEEPS MEN FREE, ISN'T IT ZOLA!!?
NOT SO FAST, MY FRIEND! YOUR FREEDOM IS NOW MY PERSONAL PROPERTY!!
ARROGANT SWINE! CRUSH HIS TRANSMITTER BEFORE HE CAN SUMMON MORE OF HIS DEVILTRY!!
GOOD THINKING, GIRL!
WHA--!? IT SANK OUT OF SIGHT!
FOOL!
KRAAK!
THINK AGAIN, ZOLA! HAND-TO-HAND COMBAT IS MY BUSINESS! I MAY NOT REACH THAT BRAIN OF YOURS, BUT I CAN GIVE THAT NEW BODY A GOOD POUNDING!
IT'S BEEN THOROUGHLY TESTED, CAPTAIN!
NOT BY ME, BIG MOUTH!!
SMASH!

WELL, I DECLARE! YOU DID MANAGE TO DISLODGE ONE OF MY FACE CIRCUITS!!!
THE FACE HAS VANISHED! PERHAPS HE CAN'T SEE!
THAT'S FINE WITH ME!
YOU CAN OVERPOWER HIM!! DO IT!! DO IT NOW!!!
WAIT! LOOK! THE WALL BEHIND ZOLA! I-IT'S COMING ALIVE!!
THE WALL OF LIVING TISSUE SUDDENLY ERUPTS WITH MOTION AND UNLEASHES ITS PRODUCT SQUARELY AT CAP!!!
SINCE YOU INSIST ON COMBAT, YOU SHALL HAVE IT, CAPTAIN AMERICA!
HAVING QUICKLY REPAIRED HIS ELECTRONIC FACE, ZOLA WATCHES THE ENSUING BATTLE WITH GLEE!!
ATTACK, PRIMUS! ATTACK!!
I CAN HANDLE HIM, TOO, ZOLA!
NOT LIKELY, FRIEND!! NOT, WHILE PRIMUS CAN HARDEN HIS BODY LIKE STONE!
POW!


AT THAT VERY MOMENT, SOMEWHERE IN THE RUGGED BADLANDS OF SOUTH AMERICA, THE FALCON HAS MADE A BIZARRE DISCOVERY OF HIS OWN...
THOSE GREAT LOGS COULDN'T HAVE GOTTEN TO THESE BARREN HEIGHTS BY THEMSELVES!!
I-IT SEEMS TOO FAR-OUT TO CONSIDER-- YET, WHEN SEEN FROM THE AIR, ONE CAN ONLY CONCLUDE THAT THIS THING IS A KING-SIZED--
--BIRD'S NEST! AN AVIAN HOME FOR A SPECIES THAT FLIES! BUT WHAT MANNER OF BIRD USES THE TRUNKS OF GREAT TREES TO CONSTRUCT ITS NESTING PLACE?
NO CANARY EVER PUT THIS TOGETHER!! I--I THINK I'VE STUMBLED INTO NICK FURY'S FAVORITE NIGHTMARE-- FILE ONE-SIXTEEN!
FALCON, YOU'VE BEEN HUNG ON THE HORNS OF A DILEMMA! IF YOU STAY TO SEE THIS THROUGH-- THEN YOU MUST DELAY YOUR SEARCH FOR CAP!!
THE CHOICE IS QUICKLY MADE FOR THE FALCON! A MAMMOTH SHADOW DARKENS THE SKY! THE BEAT OF GIANT WINGS CREATES A STORM IN THE STILL AIR...
UH-OH! THE OWNER OF THIS TRACT-HOME FOR TITANS HAS RETURNED!


THE GIANT SHADOW VANISHES WITH SUDDEN SWIFTNESS! AN INTRUDER IN THE NEST IS NOT A WELCOME SIGHT--EVEN TO A GIANT!!
IT SEEMS TO BE SHY OF STRANGERS. I'LL HAVE TO GIVE CHASE.
FOR SO LARGE AN OBJECT, THE FALCON'S QUARRY PROVES HIGHLY ELUSIVE--BUT THE FALCON IS A HUNTER OF SHADOWS! THE SILHOUETTE OF A HUGE WING-TIP ON A CLIFF-WALL DOES NOT ESCAPE HIS EYE...
YOU WON'T SHAKE ME, MISTER! I'M GOING TO STICK TO YOUR TAIL UNTIL I CAN GET A GOOD LOOK AT YOU!
THE FALCON ZEROES IN ON HIS TARGET AND HURTLES FORWARD!
THE GAMES OVER, CUTIE-PIE! I'M MAKING MY PLAY!!
THE AIR IS SUDDENLY FILLED WITH FLYING BOULDERS--A DEADLY AVALANCHE AIMED DIRECTLY AT THE FALCON!
JUMPING CATFISH! I--I CAN'T CHANGE COURSE! THERE'S NO WAY OUT OF THIS!!

MEANWHILE, ACROSS THE GLOBE, CAP IS ALSO A VICTIM OF SUPERIOR ODDS. HE STRIKES IN VAIN AT AN OPPONENT WITH AN UNDENTABLE HIDE!!
HAHAHA!! YOU'LL SOON TIRE OF THIS, CAPTAIN! PRIMUS CANNOT BE DEFEATED!
WAK!
BLAST HIM!! HE'S AS TOUGH AS A SHERMAN TANK!!
THEN, THE INEVITABLE HAPPENS!
NOW, PRIMUS!! NOW!!
SMASH!
UGH-H!!
FINE WORK, PRIMUS. YOU'VE PROVEN YOURSELF ONCE AGAIN! THIS FABLED SUPER-HERO WAS NO MATCH FOR ONE OF THE INHERITORS OF MAN'S DOMAIN!!
SHE PLEASES ME, GREAT ZOLA. I CLAIM HER AS MY OWN!
NO! LET ME GO!
WHAT HAPPENS TO THE WORLD--IF ALL THE GOOD GUYS LOSE???
DON'T MISS--
SHOW-DOWN DAY!!

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CAPTAIN AMERICA
AND
THE FALCON
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CAP AND FALCON OPEN FILE 116 AND FIND THE MOST SINISTER SECRET OF ALL:
THE RED SKULL!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

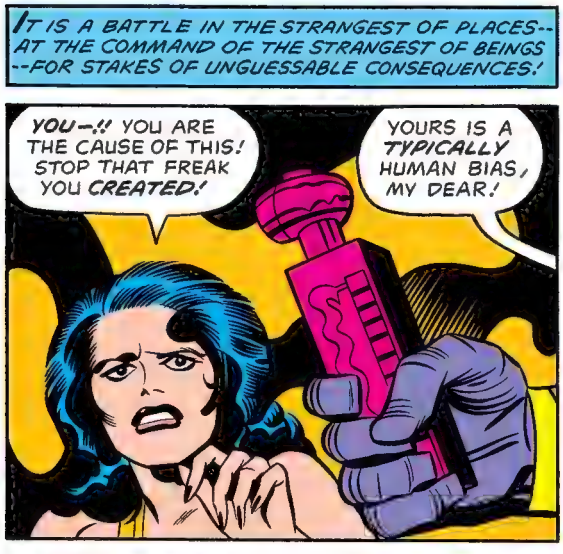
EDITED, WRITTEN AND DRAWN BY: JACK KIRBY / INKED AND LETTERED BY: MIKE ROYER / COLORED BY: G. ROUSSOS / UNFETTERED BY: ARCHIE GOODWIN

IN SHIELD'S BAG OF MOST URGENT CASES, FILE 116 HEADS THE LIST. FORESTS AND RIVERS THROUGHOUT THE GLOBE ARE YIELDING STRANGE MONSTROSITIES... AND TOP FIELD AGENTS ARE DYING IN THEIR CAPTURE! SOMEONE IS PLAYING FRANKENSTEIN WITH THE WORLD! HIS NAME IS ARNIM ZOLA--MANIPULATOR OF LIFE, AND OWNER OF A NEW SOURCE OF RAW MATERIAL FOR HIS EXPERIMENTS--CAPTAIN AMERICA!! READ ON... IT'S--

SHOWDOWN DAY!

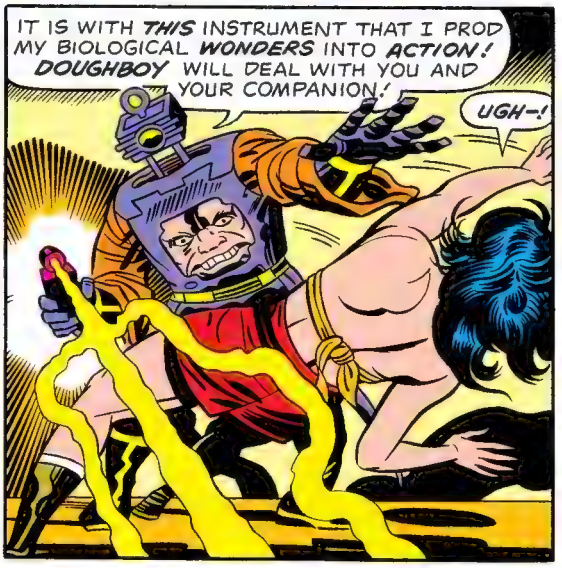
GET AWAY FROM THAT GIRL, NOW! I'M NOT OUT FOR THE COUNT YET!
OH--! THAT INHUMAN BRUTE TRIED TO--TO CLAIM ME FOR HIS OWN!
KRAK!
I'LL BREAK YOU IN TWO FOR THIS!

WAK!
THIS IS FUTILE! WHEN YOU TIRE OF THESE TRICKS, DEATH WILL COME QUICKLY!
WE'LL SEE ABOUT THAT, MISTER! I'M AN OLD HAND AT CHEATING DEATH!
I-IT SEEMS IMPOSSIBLE TO BRING HIM DOWN!! BUT YOU MUST TRY!-- YOU MUST TRY!


IT IS A BATTLE IN THE STRANGEST OF PLACES-- AT THE COMMAND OF THE STRANGEST OF BEINGS --FOR STAKES OF UNGUESSABLE CONSEQUENCES!
YOU--!! YOU ARE THE CAUSE OF THIS! STOP THAT FREAK YOU CREATED!
YOURS IS A TYPICALLY HUMAN BIAS, MY DEAR!

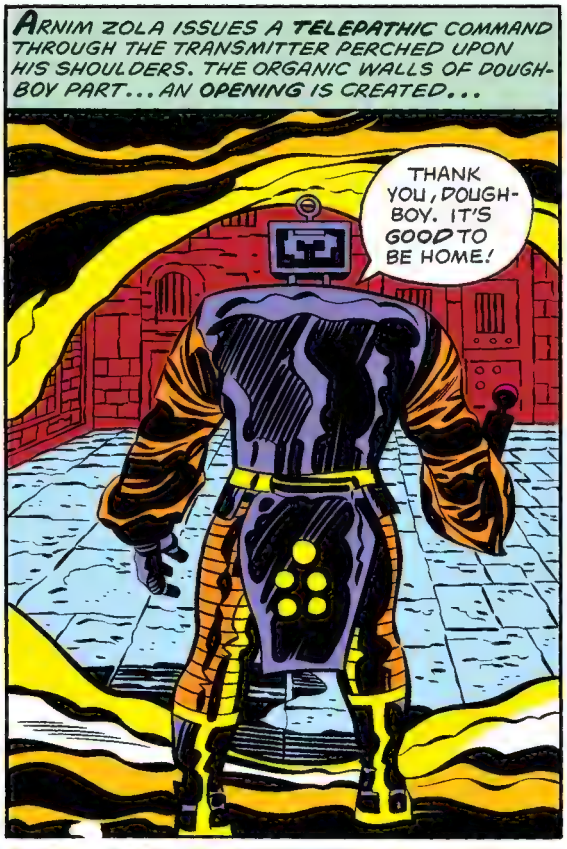
HIS ORIGIN MAY DIFFER FROM YOURS, BUT OF ALL MY PRODUCTS, PRIMUS LOOKS MOST HUMAN.
HOWEVER, HE BOWS ONLY TO THE CALL OF-- THIS!
FIEND! MASTER FREAK!!

DON'T INTERFERE, DONNA MARIA! YOU'LL GET HURT!
NO! I MUST HELP! I-IF I CAN JUST TAKE THIS FROM HIM--!
SORRY! I CAN'T PERMIT THAT! IT MUST NEVER LEAVE MY PERSON!

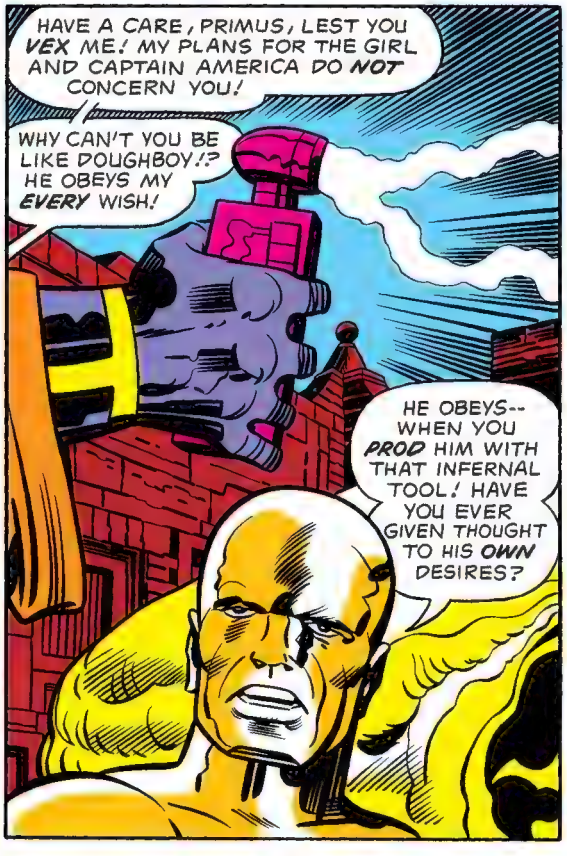

IT IS WITH THIS INSTRUMENT THAT I PROD MY BIOLOGICAL WONDERS INTO ACTION! DOUGHBOY WILL DEAL WITH YOU AND YOUR COMPANION!
UGH--!

WAVES OF FLASHING ENERGY WHIP ALONG THE FLOOR--STINGING FIBER AND SUBSTANCE--AND CARRYING WITHIN EACH BOLT THE MENTAL COMMAND OF THE STRANGE BEING WHO CALLS HIMSELF ARNIM ZOLA...
SSNNIK!
THE FLOOR RESPONDS! IT IS ORGANIC! IT IS PART OF A LIVING ANIMAL--A PRODUCT OF ZOLA'S GENIUS IN THE FIELD OF GENETICS...
N-NO!! NO!!
AN UNDULATING SEA OF FLOOR-FIBER RISES TO ENGULF THE OBJECTS OF ITS ATTACK...
I-IT'S TOO STRONG! I-I CAN'T FREE MYSELF!
KEEP FIGHTING, DONNA MARIA! I-I'LL TRY TO GET TO YOU!
BUT STRUGGLE IS USELESS. THE CAPTIVES ARE OVERCOME...
T-THIS THING'S ALIVE!! WE'RE COMPLETELY AT ITS MERCY!
WE'RE ALIVE, TOO! AND WE CAN STILL WAIT FOR THE CHANCE TO FIGHT AGAIN!
THERE WAS NO NEED FOR THIS. I COULD HAVE EASILY SUBDUED HIM! WAS I NOT BRED FOR THIS KIND OF TASK?
YOU'VE PROVEN UNTALENTED AND INEFFICIENT, PRIMUS. PERHAPS YOU WILL DO BETTER ANOTHER DAY!

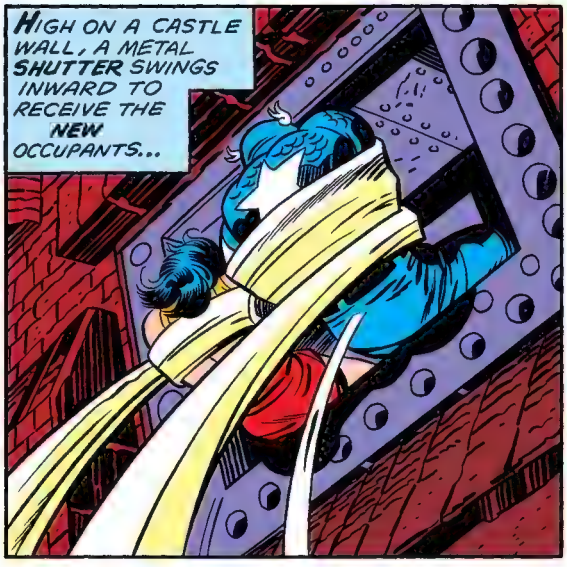
I-I AM NOT LIKE DOUGHBOY AND THE OTHERS! I AM LIKE THE MAN AND THIS FEMALE!
NONSENSE! CAN THEY MAKE THEIR TISSUES AS TRANSPARENT AS GLASS--SO THAT IT CAN BE USED AS A WINDOW ??
YOU CAN DO THAT, PRIMUS!--EVEN AS DOUGHBOY GAVE US THIS VISION-SLOT, AND CHANGED HIS SHAPE TO ADAPT TO SUPER-SONIC TRAVEL. HE IS NO DIFFERENT THAN YOU ARE!!
THAT'S A LIE! DOUGHBOY IS A GROSS AND UGLY ANIMAL!
SEE NOW! SEE HIM REVERT BACK TO HIS ORIGINAL FORM. CAN YOU TRULY COMPARE ME TO THIS MASSIVE, MINDLESS AIRBAG?
I AM DIFFERENT, I TELL YOU!!
WE'LL DISPUTE THAT POINT AT SOME OTHER TIME. DOUGHBOY IS SLOWING DOWN. THE CASTLE IS IN SIGHT.
MOMENTS LATER, THE BULBOUS SHADOW OF DOUGHBOY HOVERS ABOVE AN ANCIENT MEDIEVAL COURTYARD...
THEN, GENTLY AND EFFORTLESSLY, THE LIVING AIR VESSEL DRIFTS DOWN UNTIL IT TOUCHES THE FLAGSTONES OF THE CASTLE ZOLA -- ANCESTRAL HOME AND LABORATORY OF A MODERN DOCTOR FRANKENSTEIN...

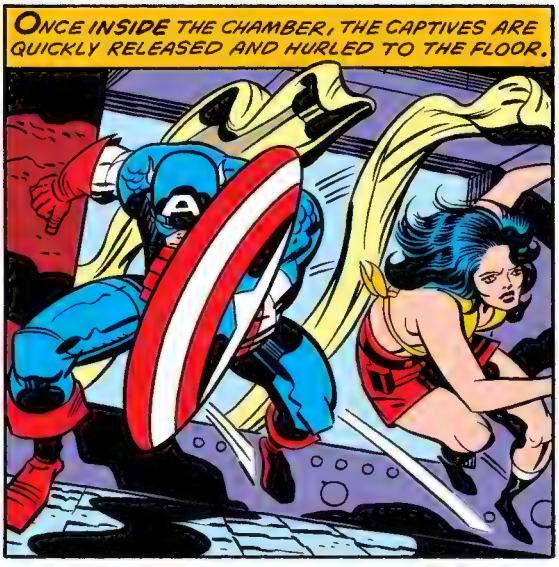

ARNIM ZOLA ISSUES A TELEPATHIC COMMAND THROUGH THE TRANSMITTER PERCHED UPON HIS SHOULDERS. THE ORGANIC WALLS OF DOUGHBOY PART... AN OPENING IS CREATED...
THANK YOU, DOUGHBOY. IT'S GOOD TO BE HOME!

A LIVING RAMP UNCOILS FROM THE WONDROUS ORGANISM. ITS MASTER DESCENDS TO THE COURTYARD IN TRIUMPHANT RETURN...
WAS THERE EVER SUCH A GRATIFYING CREATURE, EH, PRIMUS? IS THERE NOTHING HE CANNOT DO TO FACILITATE THE COMFORT OF THOSE WHO COMMAND HIM!?
HE CAN-NOT GRANT ME THE FEMALE. ONLY YOU CAN DO THAT!


HAVE A CARE, PRIMUS, LEST YOU VEX ME! MY PLANS FOR THE GIRL AND CAPTAIN AMERICA DO NOT CONCERN YOU!
WHY CAN'T YOU BE LIKE DOUGHBOY!? HE OBEYS MY EVERY WISH!
HE OBEYS-- WHEN YOU PROD HIM WITH THAT INFERNAL TOOL! HAVE YOU EVER GIVEN THOUGHT TO HIS OWN DESIRES?

ZOLA TREATS THE QUESTION WITH SILENCE. HIS EYES ARE ON HIS PRISONERS AS THEY ARE THRUST INTO THE OPEN IN DOUGHBOY'S GRIP...
DON'T PANIC, DONNA MARIA. WE'LL GET OUT OF THIS, YET!
BUT HOW CAN WE COPE WITH SUCH CREATURES? T-THEY AREN'T HUMAN!!
PUT THEM IN CHAM-BER FOUR!


HIGH ON A CASTLE WALL, A METAL SHUTTER SWINGS INWARD TO RECEIVE THE NEW OCCUPANTS...


ONCE INSIDE THE CHAMBER, THE CAPTIVES ARE QUICKLY RELEASED AND HURLED TO THE FLOOR.

THEN--!
CLANK!
BLAST! THE SHUTTER CLOSED BEFORE I COULD GET TO IT!
W-WE'RE TRAPPED!

W-WHAT DOES THAT DEMON, ZOLA, INTEND TO DO WITH US?! THERE'S NO TELLING WHAT MAY HAPPEN NEXT!
UHHHHH-! CAN'T BUDGE THIS SHUTTER!

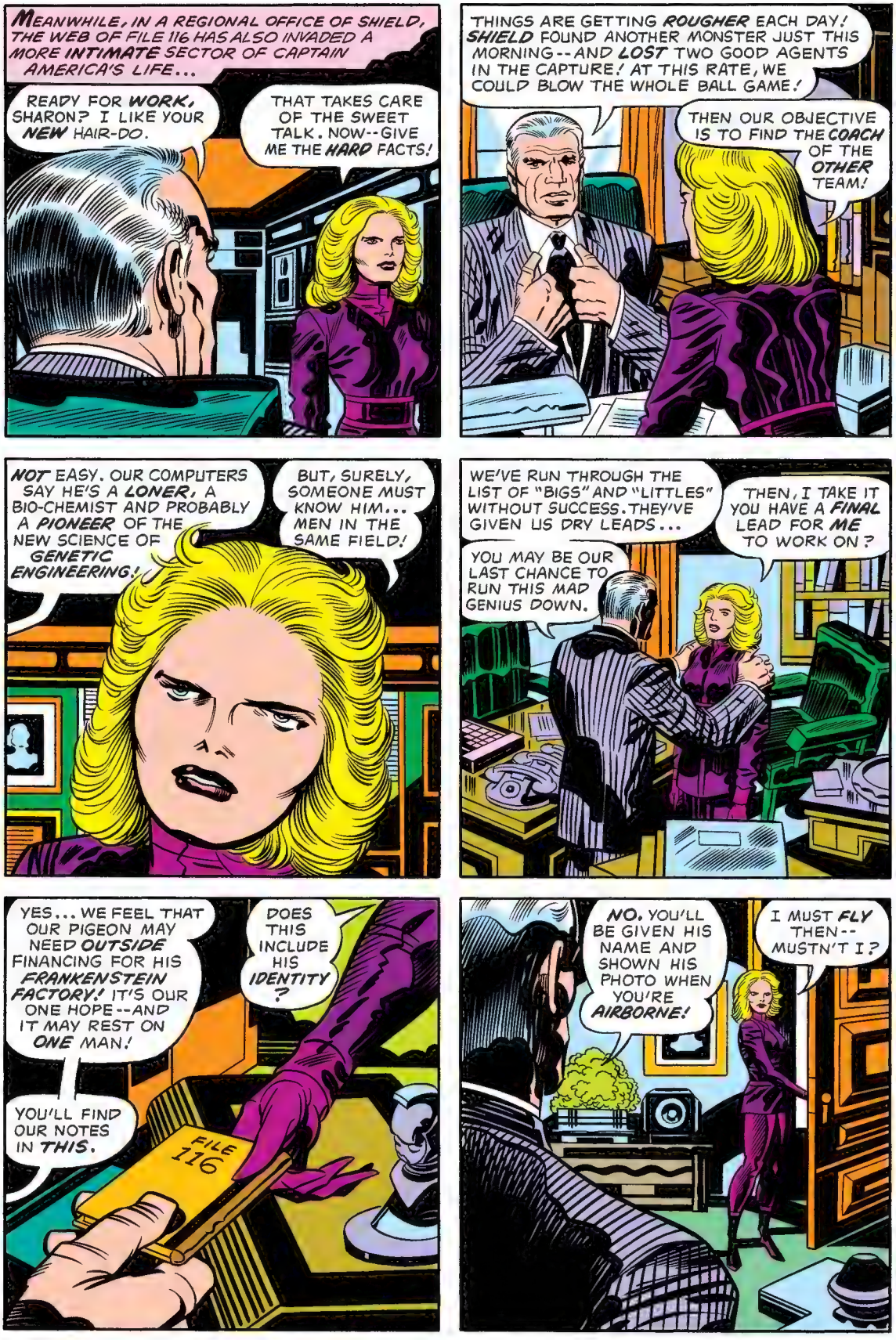
IT RESISTS MY EVERY EFFORT! THIS IS NOT ORDINARY METAL! I-IT FEELS--ALMOST WARM--PLIANT--ALIVE--!!
T-THAT'S HORRIBLE! --HORRIBLE! HOW FAR HAS THAT MONSTER GONE WITH HIS EXPERIMENTS !!?
DONNA MARIA-! THIS SHUTTER IS--ORGANIC !!

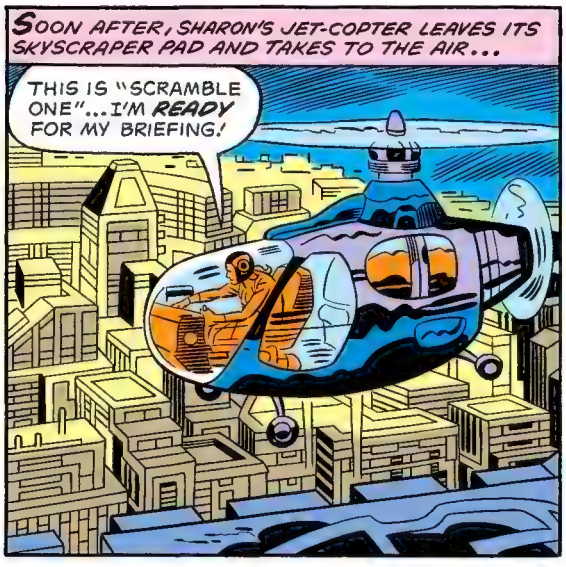
HOLD ME--HOLD ME CLOSE! THIS MADNESS LOSES ITS TERROR--WHEN YOU'RE NEAR ME...
YEAH--WELL--I-I UNDERSTAND, DONNA MARIA.--B-BUT WE'D DO WELL TO JUST--CONCENTRATE ON--ESCAPE!

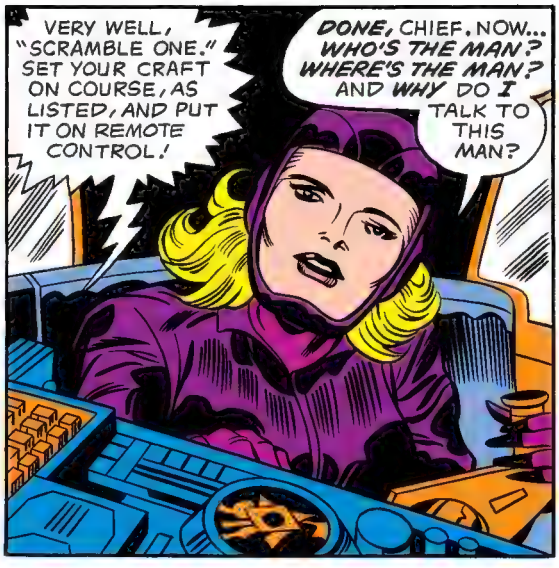
THERE IS LITTLE COMFORT IN THE TOUCH OF FRIENDLY ARMS. THE MIGHT OF CAPTAIN AMERICA HAS BEEN SEVERELY CHALLENGED BY THIS BIZARRE SITUATION. MUSCLE AND COMBAT EXPERIENCE HAVE PROVEN INEFFECTIVE! IN THIS SINISTER ENVIRONMENT OF ROGUE BIOLOGY, EACH CORNER OF THE CHAMBER IS A LIVING MENACE!--AND, WHEN THE SHADOWS BEGIN TO MOVE---!!!
I-I SEE SOMETHING--! --BUT, I CAN'T TELL WHAT IT IS!!
THE LIGHT IS SO DIM! YET, I KNOW IT IS THERE! IT MOVES IN SOME STRANGE MANNER--IN HALTING STEPS--LIKE A MAN--LEARNING TO WALK!
WE'LL SOON FIND OUT WHAT THAT THING IS...
STAND BACK!
I-IT'S MOVING TOWARDS US!

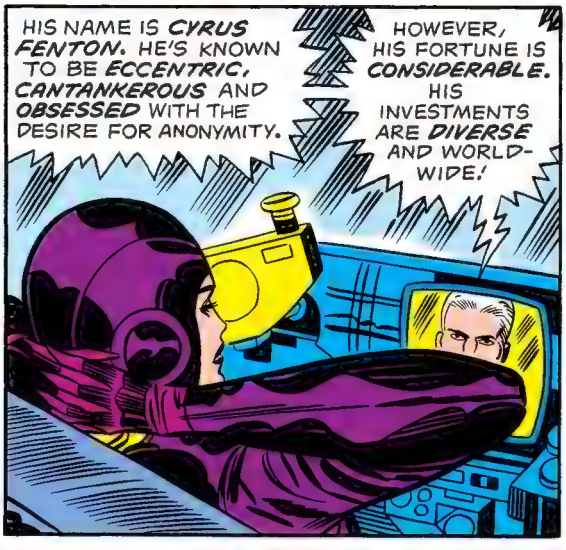
BUT ARNIM ZOLA HAS A LONG SHADOW. IT ALSO FALLS UPON THE FALCON THOUSANDS OF MILES AWAY...
I MUST TAKE SHELTER OR RISK A POUNDING BY THIS AVALANCHE OF LOOSENED BOULDERS!
UNAWARE OF CAP'S WHEREABOUTS, HIS SEARCH HAS LED HIM TO A STRANGE ENCOUNTER IN A WILD AREA OF ONE OF NORTH AMERICA'S GREAT FORESTS...
THERE'S SOMETHING ON THE CREST OF THIS CLIFF! --SOMETHING BIG!!
IT'S PLAYING COY, TOO! --LIKE TEARING OFF THE TOP OF THIS CLIFF AND TOSSING THE MESS AT ME!
IT DOESN'T LIKE CURIOSITY SEEKERS, THAT'S FOR SURE!
--GOT TO GET A CLOSER LOOK AT THAT THING! IT WAS TOO FAR OFF, ON THE FIRST TRY! BUT THE SHAPE OF IT WAS ENOUGH TO SHAKE A DUDE!
THE RAIN OF ROCKS SEEMS TO HAVE PASSED!
IT'S TIME FOR ANOTHER TRY! --AND THE BEST APPROACH IS THE DIRECT APPROACH!
HERE COMES COMPANY, BIG BIRD--!

THE FALCON STREAKS SKYWARD! HE IS A WINGED MISSILE, FLASHING TOWARDS THE CROWN OF THE CLIFF! WHATEVER IT IS THAT LURKS ON THE LOFTY CRAG, WAITS AND LISTENS IN OMINOUS SILENCE. BORN AND BRED WITH OTHER LIFE-FORMS IN ARNIM ZOLA'S LABORATORY, IT HAS BEEN GIVEN A NATURAL ENVIRONMENT IN WHICH TO THRIVE... YET IT IS A STRANGER TO THIS WORLD--WITH A FEARSOME POTENTIAL FOR MASS DESTRUCTION!! WHEN THE FALCON SHOOTS INTO SIGHT, HE COMES FACE TO FACE WITH ONE OF THE SECRET HORRORS IN SHIELD'S FILE 116.!!
SKRAAWWK!
OH... LORD!

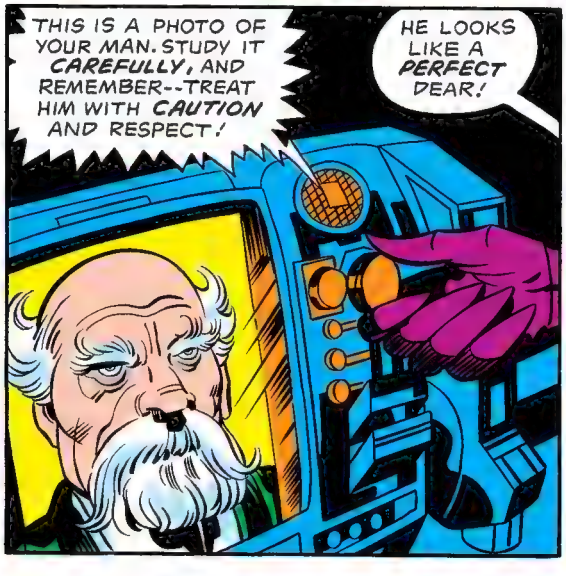

MEANWHILE, IN A REGIONAL OFFICE OF SHIELD, THE WEB OF FILE 116 HAS ALSO INVADED A MORE INTIMATE SECTOR OF CAPTAIN AMERICA'S LIFE...
READY FOR WORK, SHARON? I LIKE YOUR NEW HAIR-DO.
THAT TAKES CARE OF THE SWEET TALK. NOW--GIVE ME THE HARD FACTS!
THINGS ARE GETTING ROUGHER EACH DAY! SHIELD FOUND ANOTHER MONSTER JUST THIS MORNING--AND LOST TWO GOOD AGENTS IN THE CAPTURE! AT THIS RATE, WE COULD BLOW THE WHOLE BALL GAME!
THEN OUR OBJECTIVE IS TO FIND THE COACH OF THE OTHER TEAM!
NOT EASY. OUR COMPUTERS SAY HE'S A LONER, A BIO-CHEMIST AND PROBABLY A PIONEER OF THE NEW SCIENCE OF GENETIC ENGINEERING!
BUT, SURELY, SOMEONE MUST KNOW HIM... MEN IN THE SAME FIELD!
WE'VE RUN THROUGH THE LIST OF "BIGS" AND "LITTLES" WITHOUT SUCCESS. THEY'VE GIVEN US DRY LEADS...
THEN, I TAKE IT YOU HAVE A FINAL LEAD FOR ME TO WORK ON?
YOU MAY BE OUR LAST CHANCE TO RUN THIS MAD GENIUS DOWN.
YES... WE FEEL THAT OUR PIGEON MAY NEED OUTSIDE FINANCING FOR HIS FRANKENSTEIN FACTORY! IT'S OUR ONE HOPE--AND IT MAY REST ON ONE MAN!
DOES THIS INCLUDE HIS IDENTITY?
YOU'LL FIND OUR NOTES IN THIS.
FILE 116
NO. YOU'LL BE GIVEN HIS NAME AND SHOWN HIS PHOTO WHEN YOU'RE AIRBORNE!
I MUST FLY THEN--MUSTN'T I?

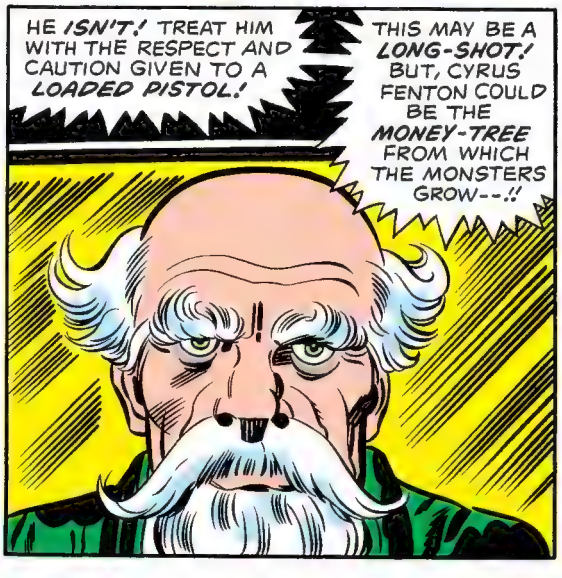

SOON AFTER, SHARON'S JET-COPTER LEAVES ITS SKYSCRAPER PAD AND TAKES TO THE AIR...
THIS IS "SCRAMBLE ONE"...I'M READY FOR MY BRIEFING!

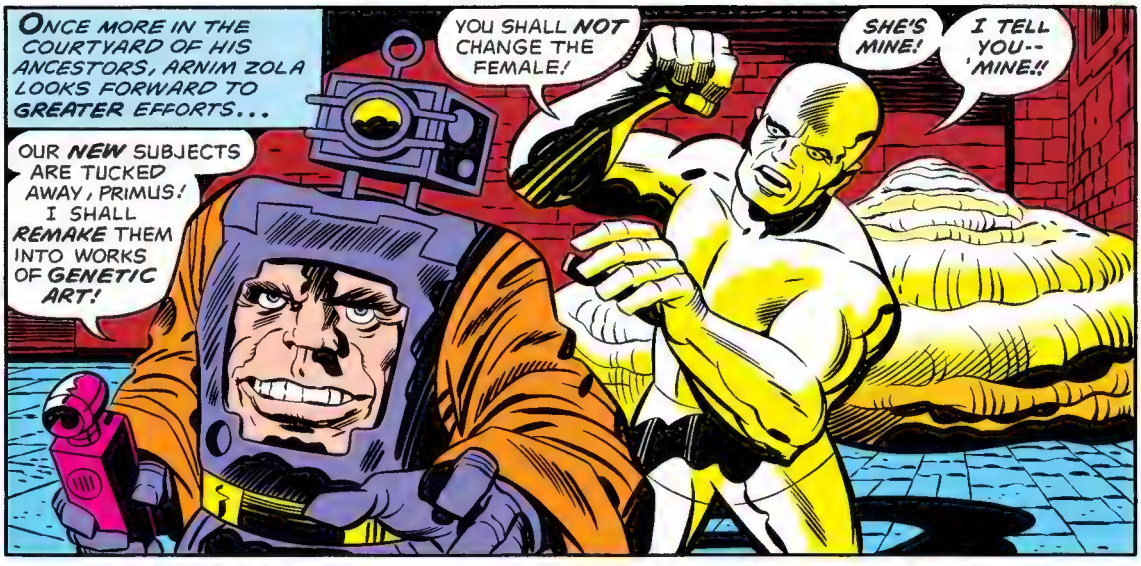

VERY WELL, "SCRAMBLE ONE." SET YOUR CRAFT ON COURSE, AS LISTED, AND PUT IT ON REMOTE CONTROL!
DONE, CHIEF. NOW... WHO'S THE MAN? WHERE'S THE MAN? AND WHY DO I TALK TO THIS MAN?

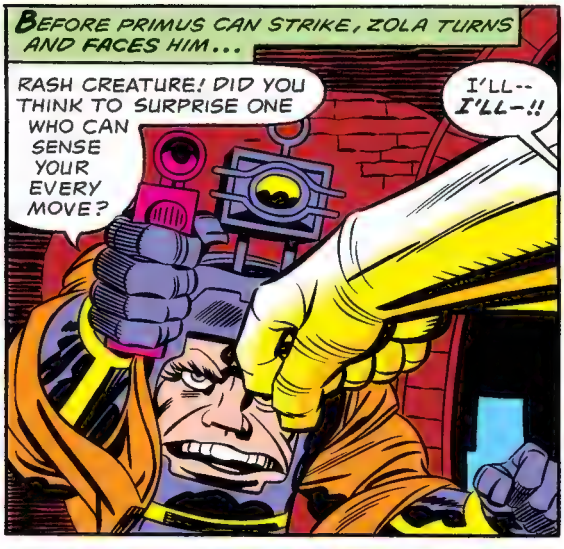

HIS NAME IS CYRUS FENTON. HE'S KNOWN TO BE ECCENTRIC, CANTANKEROUS AND OBSESSED WITH THE DESIRE FOR ANONYMITY.
HOWEVER, HIS FORTUNE IS CONSIDERABLE. HIS INVESTMENTS ARE DIVERSE AND WORLD-WIDE!

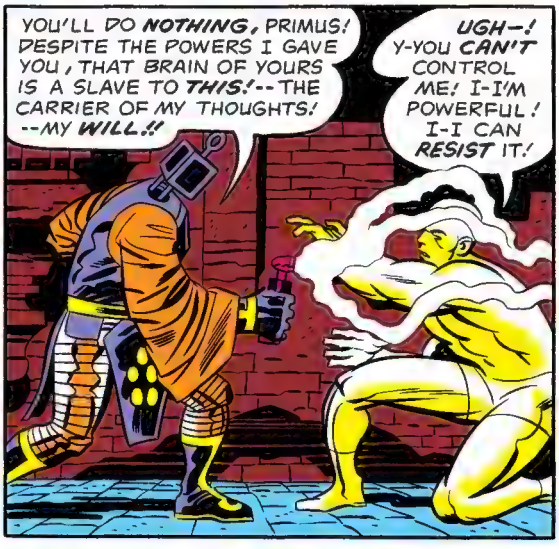
HE SOUNDS LIKE THE MOVIE VERSION OF THE "RICH RECLUSE," CHIEF... BUT THAT DOESN'T MAKE HIM SPECIAL!
TRUE...BUT THIS BIRD IS ATTRACTED BY GIMMICKY VENTURES-- FAR OUT NOTIONS IN SCIENTIFIC FIELDS--!


THIS IS A PHOTO OF YOUR MAN. STUDY IT CAREFULLY, AND REMEMBER--TREAT HIM WITH CAUTION AND RESPECT!
HE LOOKS LIKE A PERFECT DEAR!

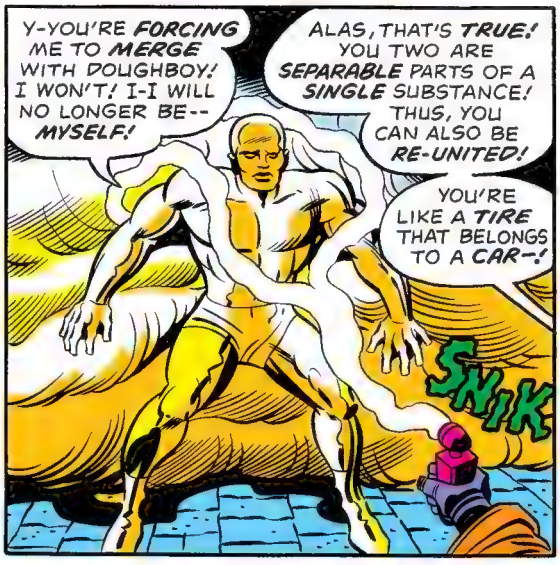

HE ISN'T! TREAT HIM WITH THE RESPECT AND CAUTION GIVEN TO A LOADED PISTOL!
THIS MAY BE A LONG-SHOT! BUT, CYRUS FENTON COULD BE THE MONEY-TREE FROM WHICH THE MONSTERS GROW--!!


ONCE MORE IN THE COURTYARD OF HIS ANCESTORS, ARNIM ZOLA LOOKS FORWARD TO GREATER EFFORTS...
OUR NEW SUBJECTS ARE TUCKED AWAY, PRIMUS! I SHALL REMAKE THEM INTO WORKS OF GENETIC ART!
YOU SHALL NOT CHANGE THE FEMALE!
SHE'S MINE!
I TELL YOU-- 'MINE!!

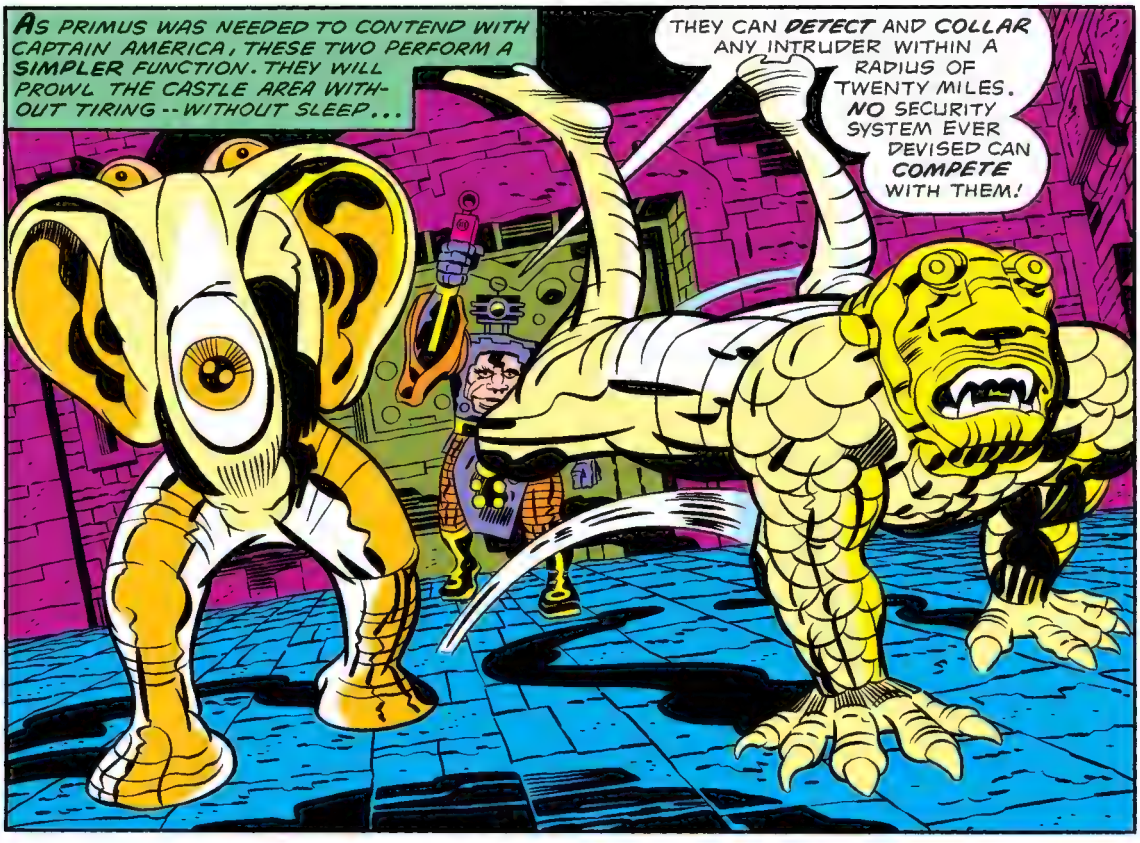

BEFORE PRIMUS CAN STRIKE, ZOLA TURNS AND FACES HIM...
RASH CREATURE! DID YOU THINK TO SURPRISE ONE WHO CAN SENSE YOUR EVERY MOVE?
I'LL-- I'LL-!!


YOU'LL DO NOTHING, PRIMUS! DESPITE THE POWERS I GAVE YOU, THAT BRAIN OF YOURS IS A SLAVE TO THIS!--THE CARRIER OF MY THOUGHTS! --MY WILL.!!
UGH-! Y-YOU CAN'T CONTROL ME! I-I'M POWERFUL! I-I CAN RESIST IT!

IMPOSSIBLE! UNLIKE ORDINARY HUMANS, THE LIFE-FORMS I PRODUCE ARE FOR-EVER VULNERABLE TO MY MENTAL COMMANDS!
NOW, GO BACK, PRIMUS! GO BACK!
SNIK!
I-I'LL DESTROY YOU WHEN THE CHANCE ARISES!--I SHALL DESTROY YOU.!!

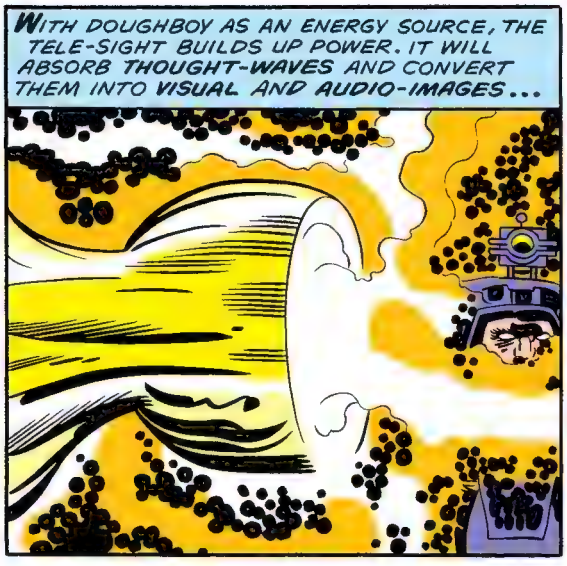

Y-YOU'RE FORCING ME TO MERGE WITH DOUGHBOY! I WON'T! I-I WILL NO LONGER BE-- MYSELF!
ALAS, THAT'S TRUE! YOU TWO ARE SEPARABLE PARTS OF A SINGLE SUBSTANCE! THUS, YOU CAN ALSO BE RE-UNITED!
YOU'RE LIKE A TIRE THAT BELONGS TO A CAR-!
SNIK

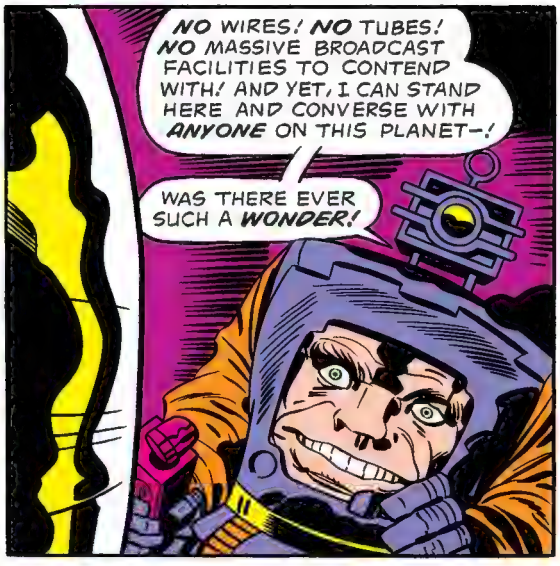
EVEN AS PRIMUS PROTESTS, THE MERGING PROCESS BEGINS...
YOU LIE! I-I AM PRIMUS! I AM A MAN! I AM HUMAN !!!
SNIK!
FOOL! YOU ARE MERELY RESTRUCTURED TISSUE! A SPARE PART IN THE FORM OF A MAN!
--AND A THORN IN MY SIDE!
IN A MATTER OF MOMENTS, PRIMUS HAS ALL BUT VANISHED AS AN INDIVIDUAL...
I-I'LL COME OUT AGAIN! AND-- WHEN I DO-!!
YOU'LL COME OUT WHEN I NEED YOU--! AND THAT MAY BE NEVER!
WHEN IT IS OVER, ONLY DOUGHBOY REMAINS. THE HUGE RUBBERY FACE SMILES CONTENTEDLY. HE IS DOCILE, YET RESPONSIVE. THE PERFECT SERVANT...
NO HUMAN WILL EVER GIVE YOU A PRIZE FOR BEAUTY, DOUGHBOY, BUT TO ARNIM ZOLA, YOU ARE SUCCESS PERSONIFIED!
SNIK!
WITHIN YOU IS THE CODE FOR PRODUCING WHAT I WANT-- WHEN I WANT IT! YOU'RE THE ULTIMATE VEHICLE!
PRODDING BRINGS IMMEDIATE RESPONSE. FROM DOUGHBOY'S OWN SUBSTANCE, TWO LIFE-FORMS SPRING INTO EXISTENCE...

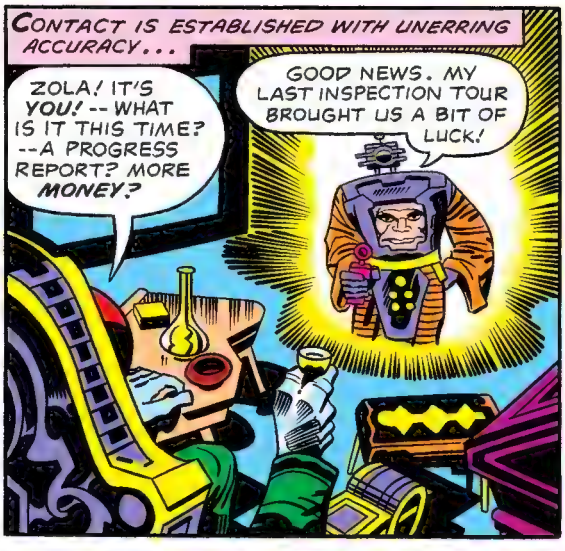

AS PRIMUS WAS NEEDED TO CONTEND WITH CAPTAIN AMERICA, THESE TWO PERFORM A SIMPLER FUNCTION. THEY WILL PROWL THE CASTLE AREA WITHOUT TIRING--WITHOUT SLEEP...
THEY CAN DETECT AND COLLAR ANY INTRUDER WITHIN A RADIUS OF TWENTY MILES. NO SECURITY SYSTEM EVER DEVISED CAN COMPETE WITH THEM!

BIOLOGICAL TECHNOLOGY IS THE ANSWER TO ALL THE CUMBERSOME, NOISY, DIRTY, AND FAULTY MACHINES OF MODERN MAN...
WITH GENETIC ENGINEERING I SHALL POINT THE WAY TO NEW DIRECTIONS! BUT--I MUST NOT FORGET MY BENEFACTOR! WITHOUT HIS HELP, I WOULD STRUGGLE FOR FUNDS!

ANOTHER PROD TO DOUGHBOY PRODUCES AN ADDITIONAL OBJECT INTO VIEW...
THANK YOU FOR THE TELE-SIGHT. IT IS TIME TO CONTACT MY BENEFACTOR ONCE AGAIN!
SNIK!


WITH DOUGHBOY AS AN ENERGY SOURCE, THE TELE-SIGHT BUILDS UP POWER. IT WILL ABSORB THOUGHT-WAVES AND CONVERT THEM INTO VISUAL AND AUDIO-IMAGES...


NO WIRES! NO TUBES! NO MASSIVE BROADCAST FACILITIES TO CONTEND WITH! AND YET, I CAN STAND HERE AND CONVERSE WITH ANYONE ON THIS PLANET—!
WAS THERE EVER SUCH A WONDER!

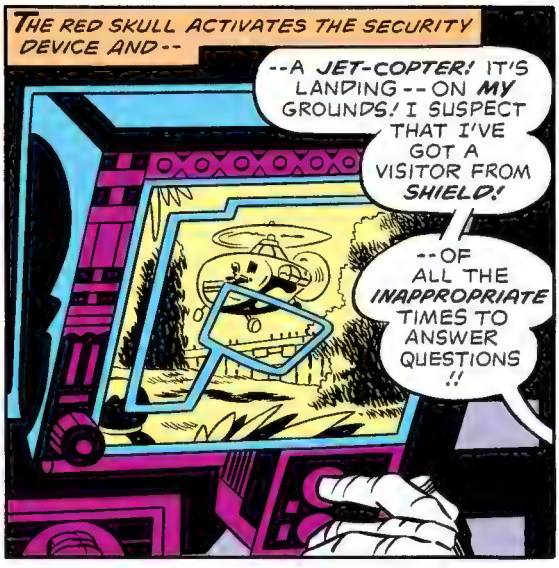

CONTACT IS ESTABLISHED WITH UNERRING ACCURACY...
ZOLA! IT'S YOU! -- WHAT IS IT THIS TIME? --A PROGRESS REPORT? MORE MONEY?
GOOD NEWS. MY LAST INSPECTION TOUR BROUGHT US A BIT OF LUCK!

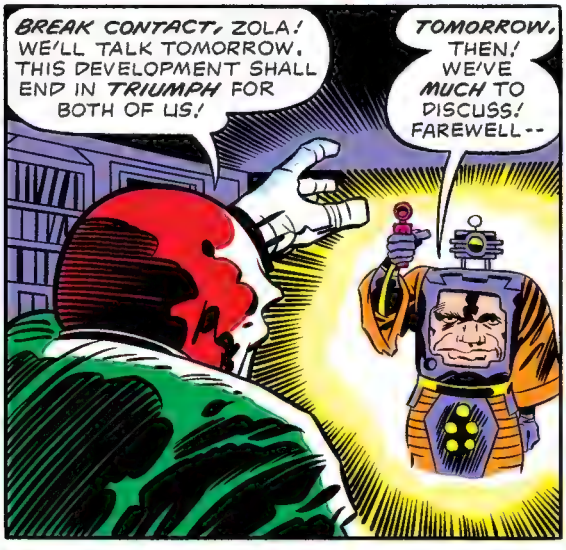
I-ER-MANAGED TO PICK UP TWO SUBJECTS IN MY TRAVELS WHO'LL MAKE EXCELLENT SPECIMENS FOR OUR BIG PROJECT!
"PICKED THEM UP," DID YOU? HA HA HAH!
OUR ASSOCIATION HAS TRANSFORMED YOU INTO A RUTHLESS DREAMER!

I'VE LEARNED THAT THE END JUSTIFIES THE MEANS, BENEFACTOR!
YES--AND MIGHT MAKES RIGHT, AND ALL THAT HOGWASH! GET ON WITH IT—!
--WHAT MAKES THESE SUBJECTS SO EXCEPTIONAL!?

WELL... ONE OF THEM IS ACTUALLY A SUPER-HERO! HE'S KNOWN AS CAPTAIN AMERICA!
--I DON'T BELIEVE IT—! --YOU'VE-- GOT--CAPTAIN-- AMERICA?!

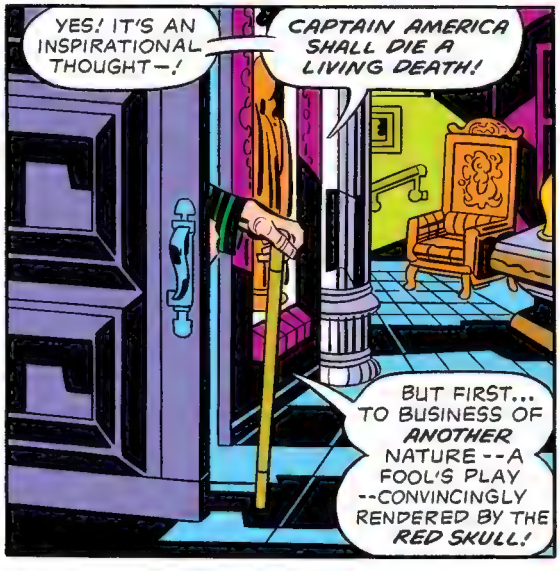
BOTH HE AND HIS FEMALE COMPANION ARE IN MY CUSTODY AT THIS MOMENT!
BEEEEP!
BLAST THAT MONITOR! IT WOULD SOUND OFF RIGHT NOW!
EXCUSE ME, ZOLA!

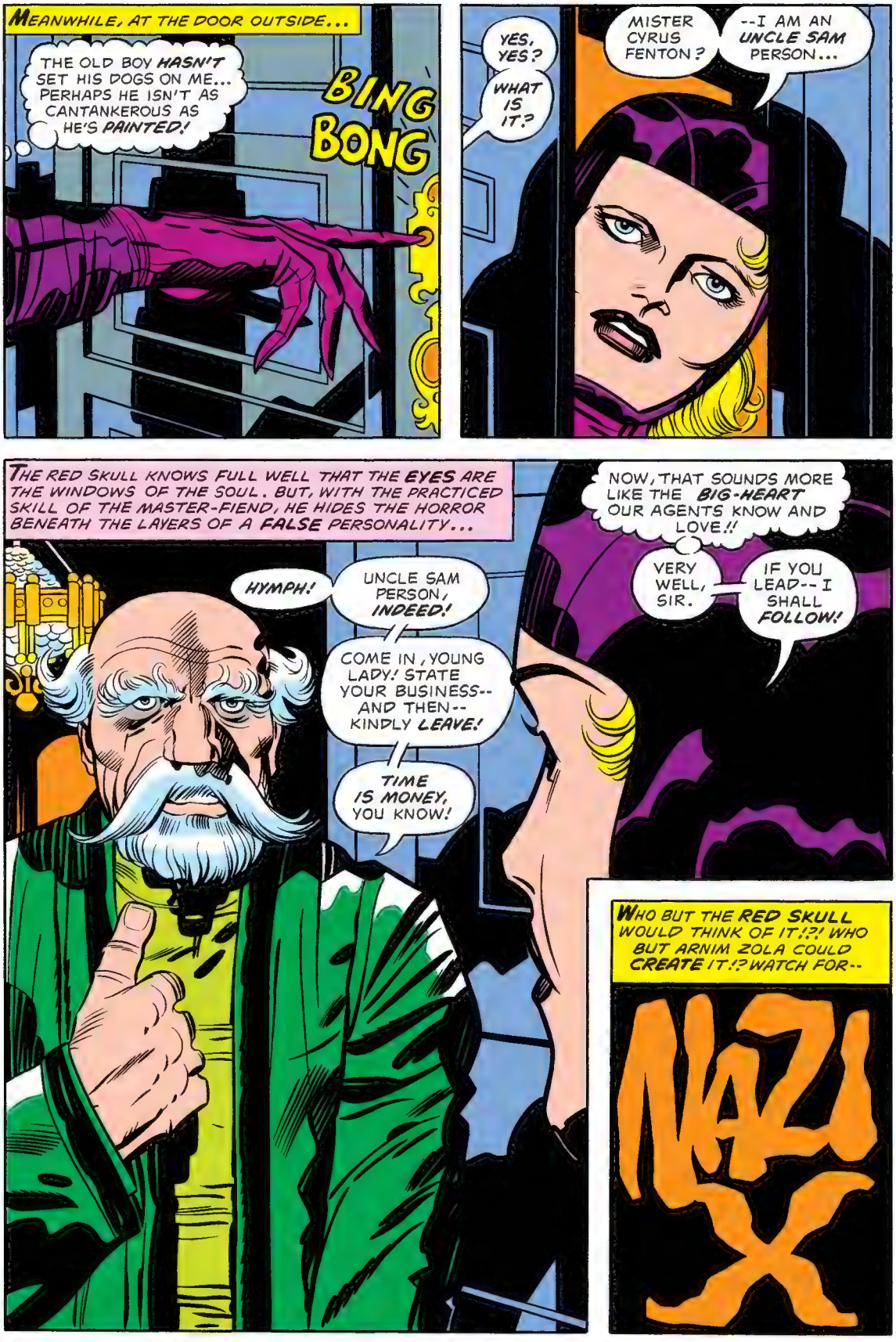

THE RED SKULL ACTIVATES THE SECURITY DEVICE AND--
--A JET-COPTER! IT'S LANDING--ON MY GROUNDS! I SUSPECT THAT I'VE GOT A VISITOR FROM SHIELD!
--OF ALL THE INAPPROPRIATE TIMES TO ANSWER QUESTIONS!!


BREAK CONTACT, ZOLA! WE'LL TALK TOMORROW. THIS DEVELOPMENT SHALL END IN TRIUMPH FOR BOTH OF US!
TOMORROW, THEN! WE'VE MUCH TO DISCUSS! FAREWELL--

SOON AFTER...
AS ZOLA'S PRISONER, CAPTAIN AMERICA IS LITERALLY IN MY HANDS!! FATE HAS CHOSEN IN MY FAVOR!
YES...IT IS SHOWDOWN DAY! OLD SCORES, HOTLY FOUGHT, MUST SEEK A FINAL END! IT IS KARMA!--KISMET!--DESTINY!

HOW FLEETING ARE THE YEARS! HOW IMMOVABLE IS THE HATRED! ENEMIES, LIKE FRIENDS, BECOME INEVITABLY INSEPARABLE! ONLY DEATH CAN PART THEM!
DEATH--IN THE FORM OF ARTFUL--VENGEANCE!


YES! IT'S AN INSPIRATIONAL THOUGHT--!
CAPTAIN AMERICA SHALL DIE A LIVING DEATH!
BUT FIRST... TO BUSINESS OF ANOTHER NATURE--A FOOL'S PLAY--CONVINCINGLY RENDERED BY THE RED SKULL!


MEANWHILE, AT THE DOOR OUTSIDE...
THE OLD BOY HASN'T SET HIS DOGS ON ME... PERHAPS HE ISN'T AS CANTANKEROUS AS HE'S PAINTED!
BING BONG
YES, YES? WHAT IS IT?
MISTER CYRUS FENTON?
--I AM AN UNCLE SAM PERSON...
THE RED SKULL KNOWS FULL WELL THAT THE EYES ARE THE WINDOWS OF THE SOUL. BUT, WITH THE PRACTICED SKILL OF THE MASTER-FIEND, HE HIDES THE HORROR BENEATH THE LAYERS OF A FALSE PERSONALITY...
HYMPH!
UNCLE SAM PERSON, INDEED!
COME IN, YOUNG LADY! STATE YOUR BUSINESS-- AND THEN-- KINDLY LEAVE!
TIME IS MONEY, YOU KNOW!
NOW, THAT SOUNDS MORE LIKE THE BIG-HEART OUR AGENTS KNOW AND LOVE!!
VERY WELL, SIR.
IF YOU LEAD-- I SHALL FOLLOW!
WHO BUT THE RED SKULL WOULD THINK OF IT!?! WHO BUT ARNIM ZOLA COULD CREATE IT!? WATCH FOR--
NAZI X

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AND
THE FALCON TM
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IF I ATTACK-- SHE'S DONE FOR! BUT IF I DON'T-- IT'S THE END OF CAPTAIN AMERICA!
HALT-- OR SHE DIES!
SOMETIMES THE BAD GUY WINS! DON'T DARE MISS-- THE DREADED
"NAZI-X"

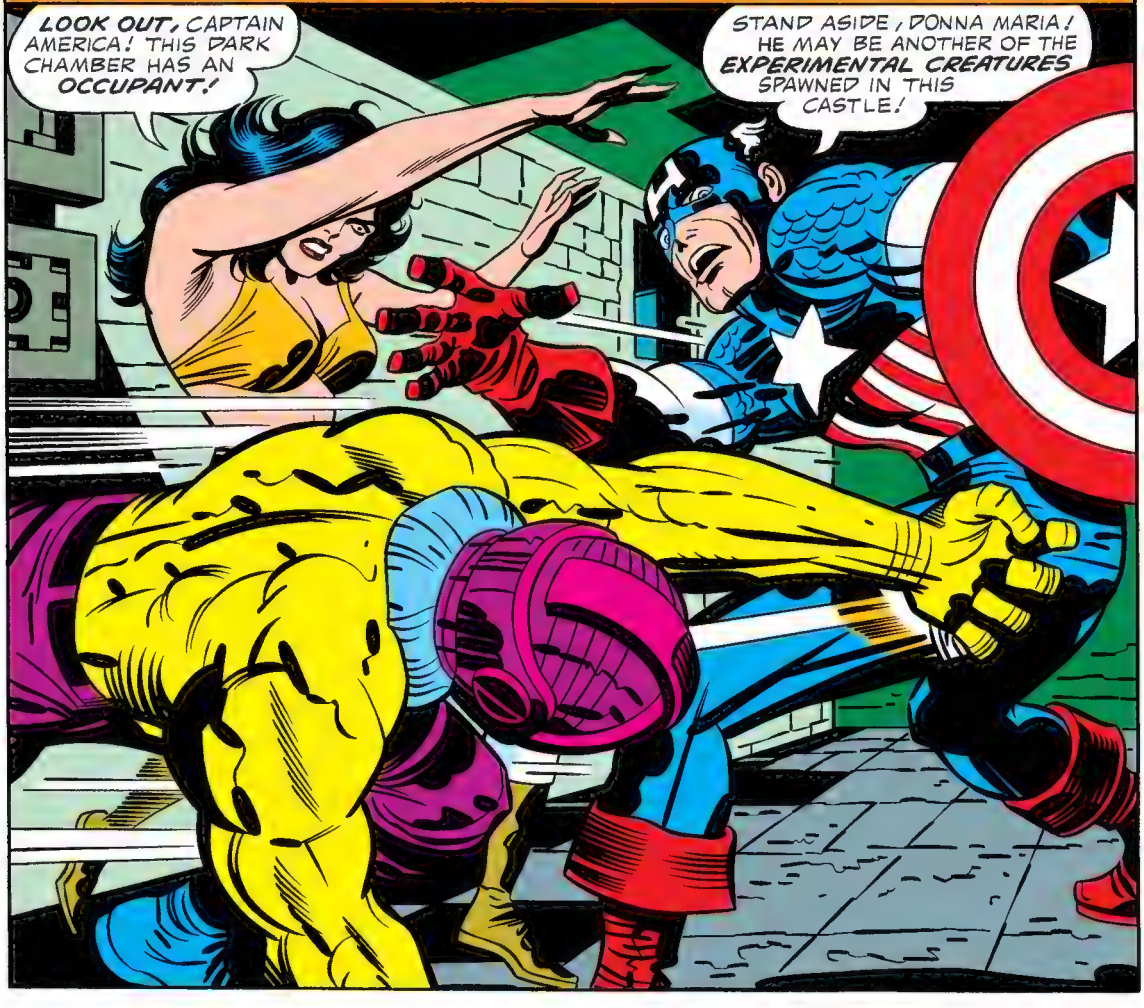
1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation*...to awaken in the *mid-1960's*, a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

EDITED, WRITTEN, AND DRAWN BY: JACK KIRBY • LETTERED AND INKED BY: MICHAEL W. ROYER • COLORED BY: GLYNIS WEIN • ADMIRED BY: A. GOODWIN

TWO POWERFUL SUPER-VILLAINS, TWO OF THE FOXIEST HEROINES EVER, DEFYING THEIR EVIL MACHINATIONS! A WORLD FAMOUS SUPERHERO, WITH DARING AND WIT! AN ANCIENT CASTLE OF NIGHTMARE, WHERE THE SCIENCE OF BIOLOGY HAS RUN AMUCK! CAN ONE ADD MORE TO THIS MOST EXCITING AND EXPLOSIVE SITUATION??? YES!!!

NAZI "X"!


LOOK OUT, CAPTAIN AMERICA! THIS DARK CHAMBER HAS AN OCCUPANT!
STAND ASIDE, DONNA MARIA! HE MAY BE ANOTHER OF THE EXPERIMENTAL CREATURES SPAWNED IN THIS CASTLE!

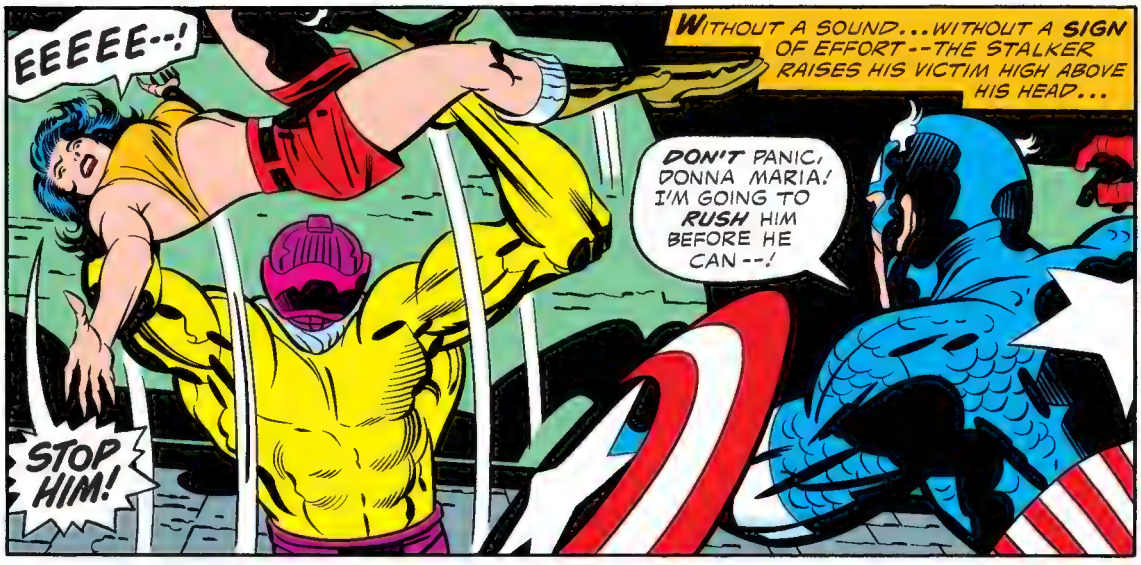
IT LUNGES JERKILY FROM THE SHADOWS -- MASSIVE, HEAVILY MUSCLED -- AND AMAZINGLY **SWIFT**!!! CAP IS SUDDENLY **HAMMERED** BY A FIST OF STEEL! DONNA MARIA CRIES OUT, CAUGHT IN A PAINFUL GRIP THAT SHE **CANNOT** BREAK!

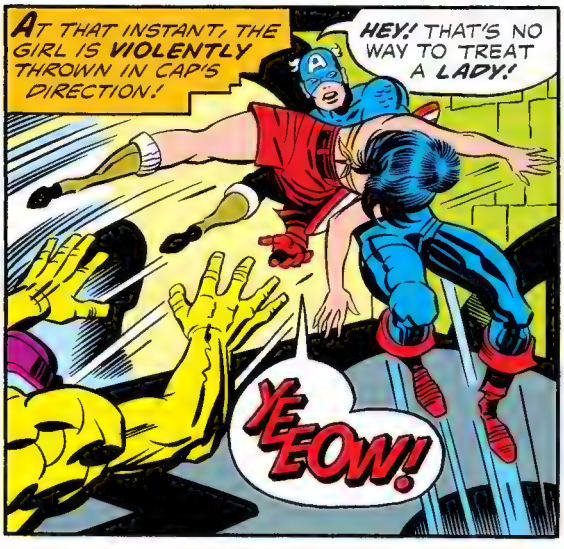
UGH-H--!!

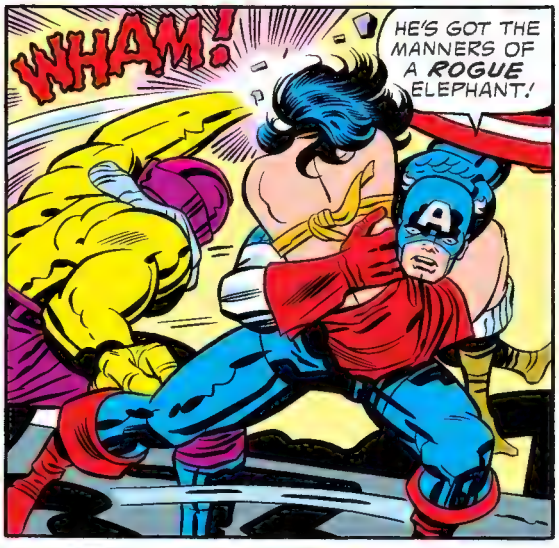
KRAK!

I-IT'S GOT ME! I-I CAN'T GET LOOSE! I CAN'T PULL AWAY!

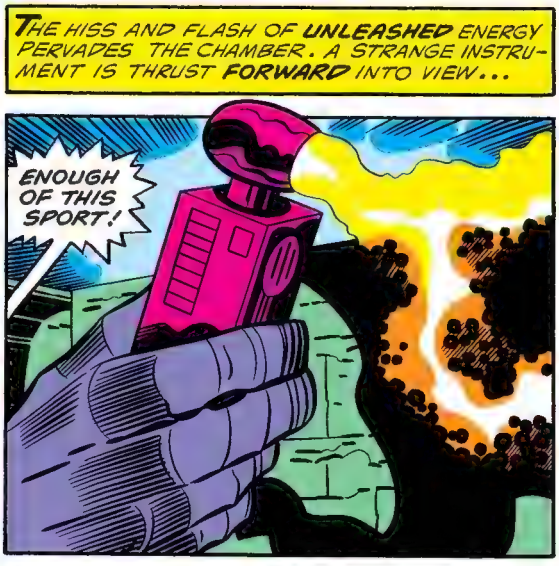
HELP ME! I-IT'S CRUSHING MY ARM!!

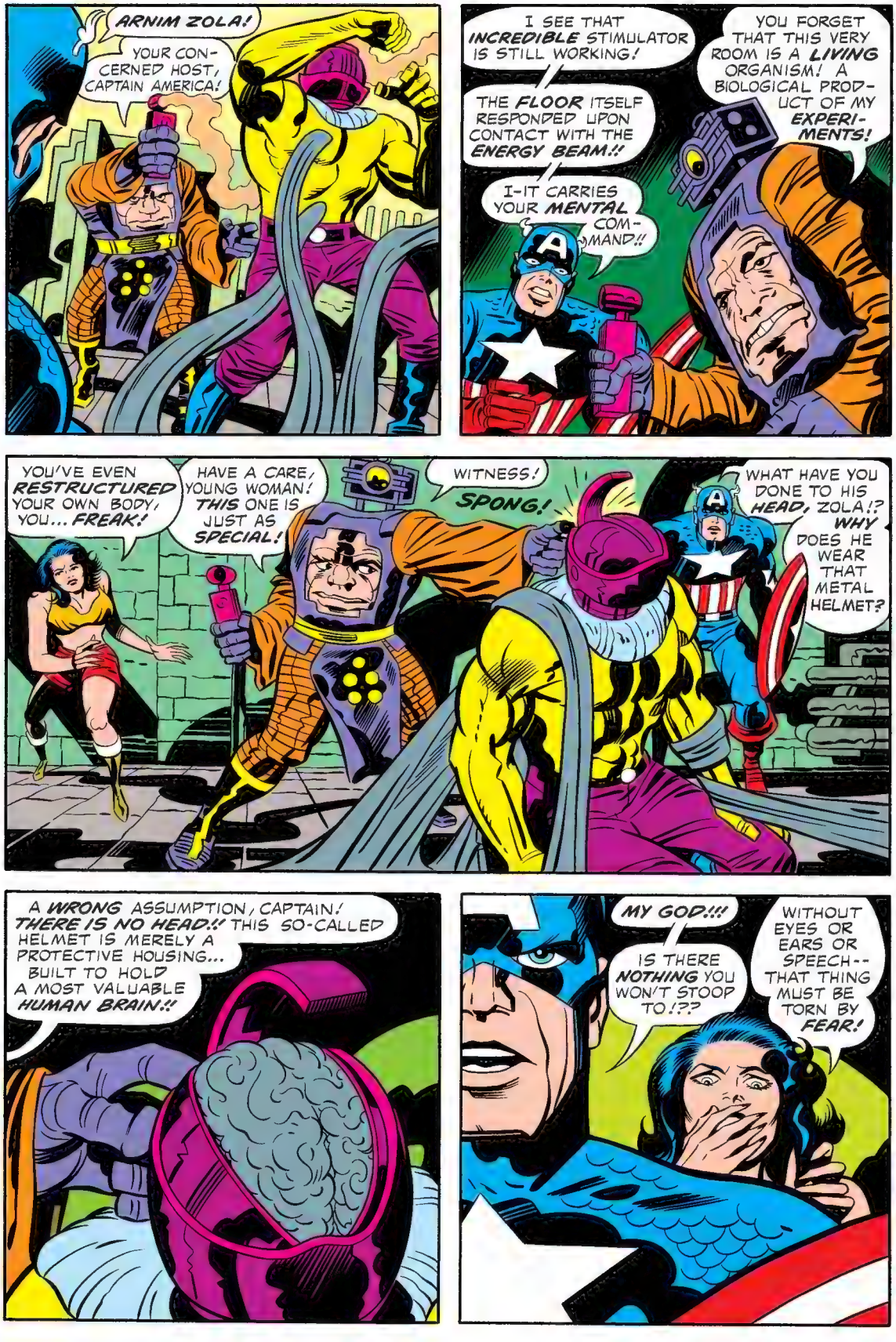

EEEEE--!
WITHOUT A SOUND...WITHOUT A SIGN OF EFFORT--THE STALKER RAISES HIS VICTIM HIGH ABOVE HIS HEAD...
DON'T PANIC, DONNA MARIA! I'M GOING TO RUSH HIM BEFORE HE CAN--!
STOP HIM!

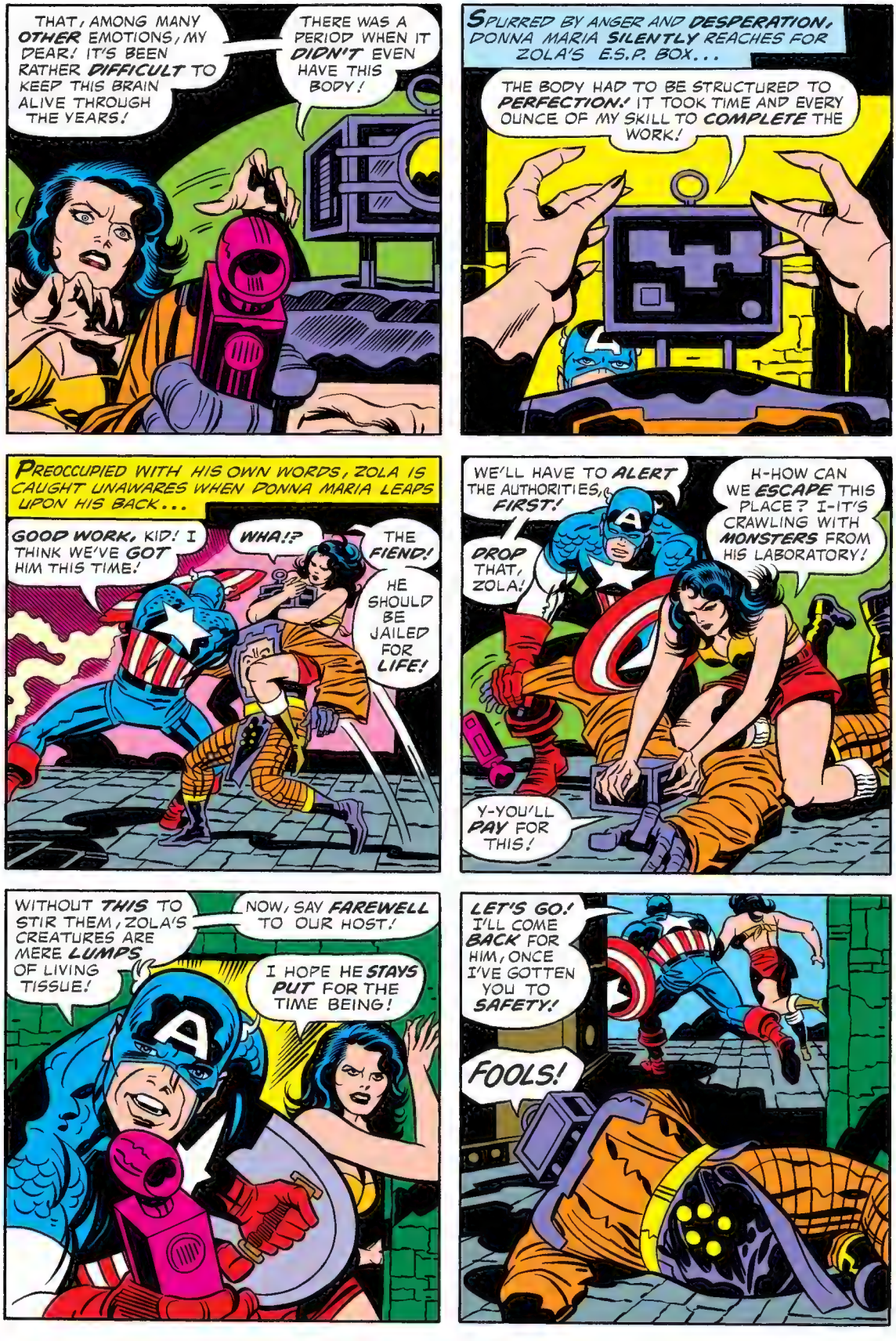

AT THAT INSTANT, THE GIRL IS VIOLENTLY THROWN IN CAP'S DIRECTION!
HEY! THAT'S NO WAY TO TREAT A LADY!
YEEOW!

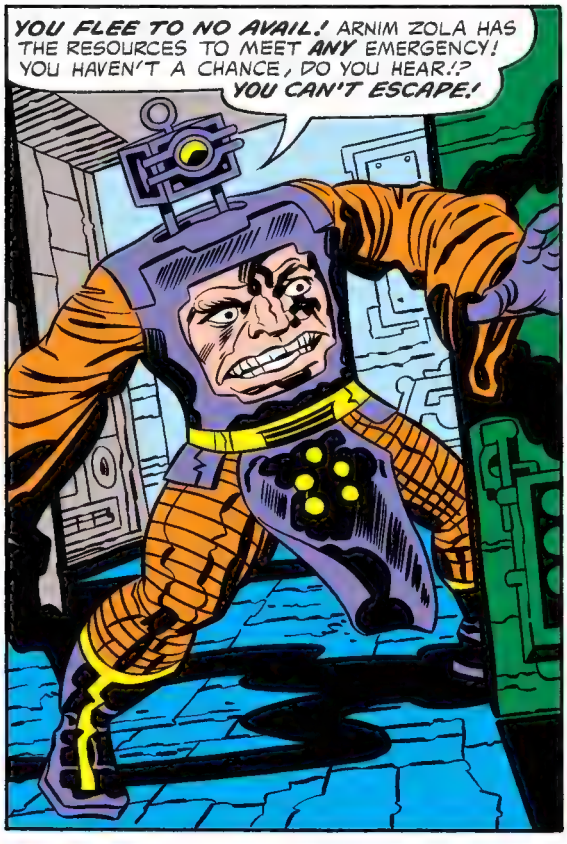

WHAM!
HE'S GOT THE MANNERS OF A ROGUE ELEPHANT!

CAP PLACES DONNA MARIA OUT OF HARM'S WAY AND TURNS TO FACE THE MADDENED CREATURE...
H-HE'S AS STRONG AS AN ENTIRE HERD!
WE'LL SEE ABOUT THAT--!

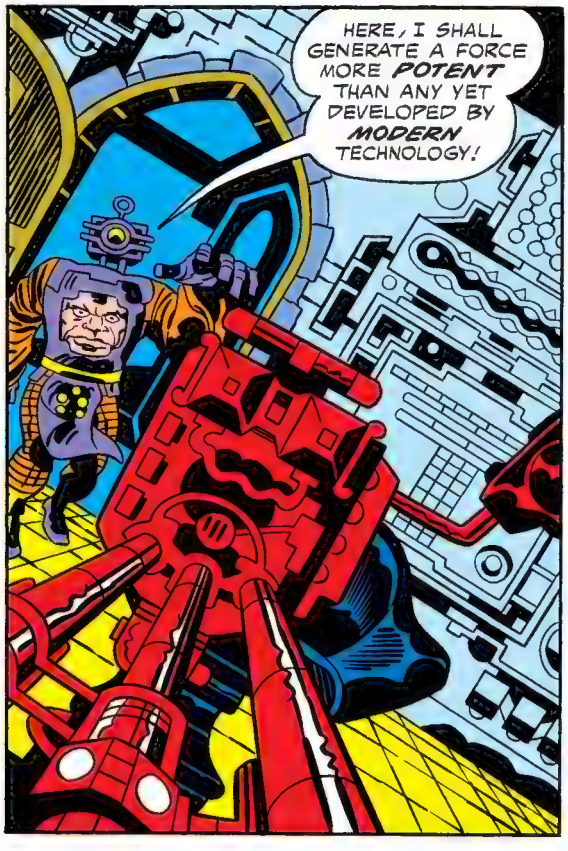

THE HISS AND FLASH OF UNLEASHED ENERGY PERVADES THE CHAMBER. A STRANGE INSTRUMENT IS THRUST FORWARD INTO VIEW...
ENOUGH OF THIS SPORT!


ARNIM ZOLA!
YOUR CONCERNED HOST, CAPTAIN AMERICA!
I SEE THAT INCREDIBLE STIMULATOR IS STILL WORKING!
YOU FORGET THAT THIS VERY ROOM IS A LIVING ORGANISM! A BIOLOGICAL PRODUCT OF MY EXPERIMENTS!
THE FLOOR ITSELF RESPONDED UPON CONTACT WITH THE ENERGY BEAM!!
I-IT CARRIES YOUR MENTAL COMMAND!!
YOU'VE EVEN RESTRUCTURED YOUR OWN BODY, YOU... FREAK!
HAVE A CARE, YOUNG WOMAN! THIS ONE IS JUST AS SPECIAL!
WITNESS!
SPONG!
WHAT HAVE YOU DONE TO HIS HEAD, ZOLA!? WHY DOES HE WEAR THAT METAL HELMET?
A WRONG ASSUMPTION, CAPTAIN! THERE IS NO HEAD!! THIS SO-CALLED HELMET IS MERELY A PROTECTIVE HOUSING... BUILT TO HOLD A MOST VALUABLE HUMAN BRAIN!!
MY GOD!!!
IS THERE NOTHING YOU WON'T STOOP TO!??
WITHOUT EYES OR EARS OR SPEECH--THAT THING MUST BE TORN BY FEAR!


THAT, AMONG MANY OTHER EMOTIONS, MY DEAR! IT'S BEEN RATHER DIFFICULT TO KEEP THIS BRAIN ALIVE THROUGH THE YEARS!
THERE WAS A PERIOD WHEN IT DIDN'T EVEN HAVE THIS BODY!
SPURRED BY ANGER AND DESPERATION, DONNA MARIA SILENTLY REACHES FOR ZOLA'S E.S.P. BOX...
THE BODY HAD TO BE STRUCTURED TO PERFECTION! IT TOOK TIME AND EVERY OUNCE OF MY SKILL TO COMPLETE THE WORK!
PREOCCUPIED WITH HIS OWN WORDS, ZOLA IS CAUGHT UNAWARES WHEN DONNA MARIA LEAPS UPON HIS BACK...
GOOD WORK, KID! I THINK WE'VE GOT HIM THIS TIME!
WHA!?
THE FIEND!
HE SHOULD BE JAILED FOR LIFE!
WE'LL HAVE TO ALERT THE AUTHORITIES, FIRST!
H-HOW CAN WE ESCAPE THIS PLACE? I-IT'S CRAWLING WITH MONSTERS FROM HIS LABORATORY!
DROP THAT, ZOLA!
Y-YOU'LL PAY FOR THIS!
WITHOUT THIS TO STIR THEM, ZOLA'S CREATURES ARE MERE LUMPS OF LIVING TISSUE!
NOW, SAY FAREWELL TO OUR HOST!
I HOPE HE STAYS PUT FOR THE TIME BEING!
LET'S GO! I'LL COME BACK FOR HIM, ONCE I'VE GOTTEN YOU TO SAFETY!
FOOLS!

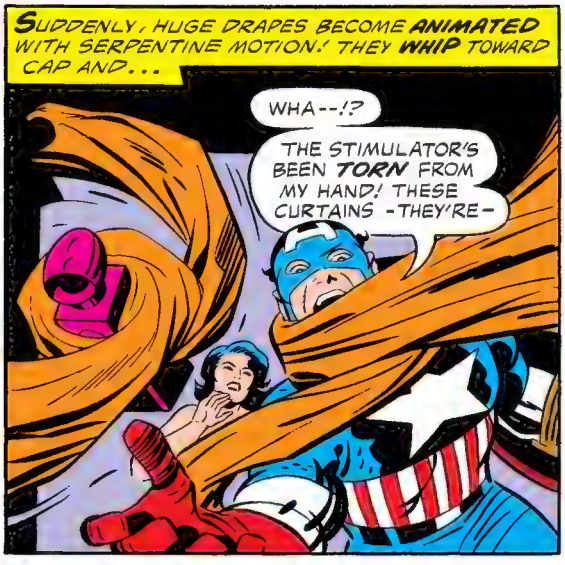

YOU FLEE TO NO AVAIL! ARNIM ZOLA HAS THE RESOURCES TO MEET ANY EMERGENCY! YOU HAVEN'T A CHANCE, DO YOU HEAR!? YOU CAN'T ESCAPE!

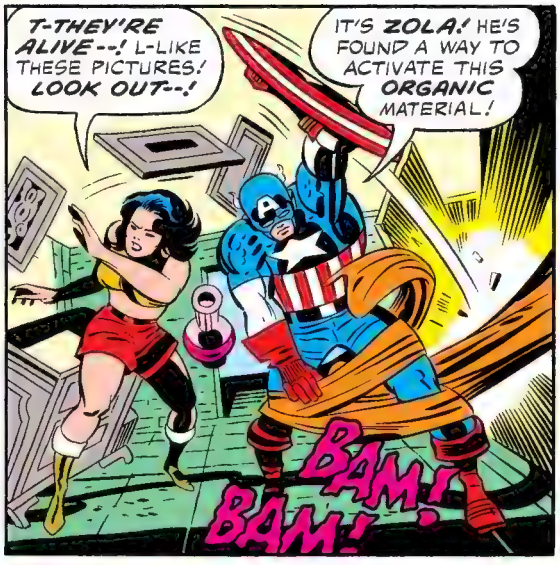
THEY'VE IGNORED MY WARNING! VERY WELL... A SHOW OF POWER WILL SOON SLOW THEM DOWN!
THAT POWER SHALL REACH OUT AND DRIVE THEM BACK INTO CAPTIVITY!

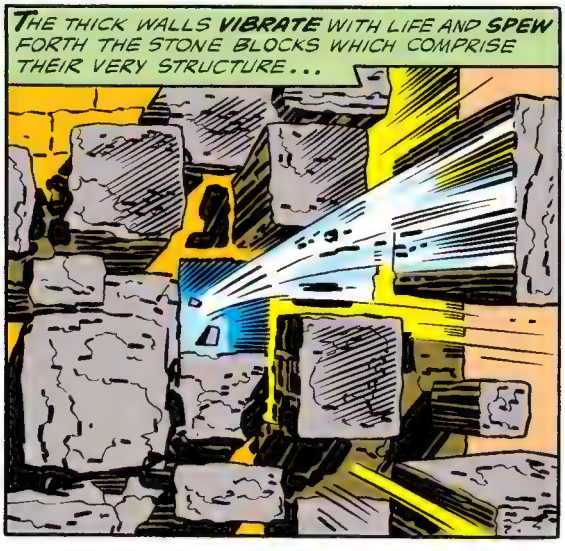

HERE, I SHALL GENERATE A FORCE MORE POTENT THAN ANY YET DEVELOPED BY MODERN TECHNOLOGY!

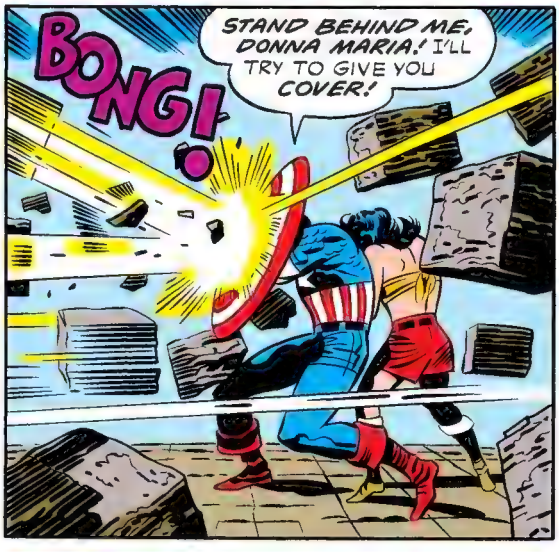
IN HIS LABORATORY, ZOLA SEATS HIMSELF BEFORE A BATTERY OF INSTRUMENTS. THEN, HE ATTACHES TWO ELECTRODES TO HIS E.S.P. BOX...
MIND POWER STIMULATED TO THE ULTIMATE DEGREE! IT WILL EXPAND LIKE AN INVISIBLE NET AND SNARE MY PREY!

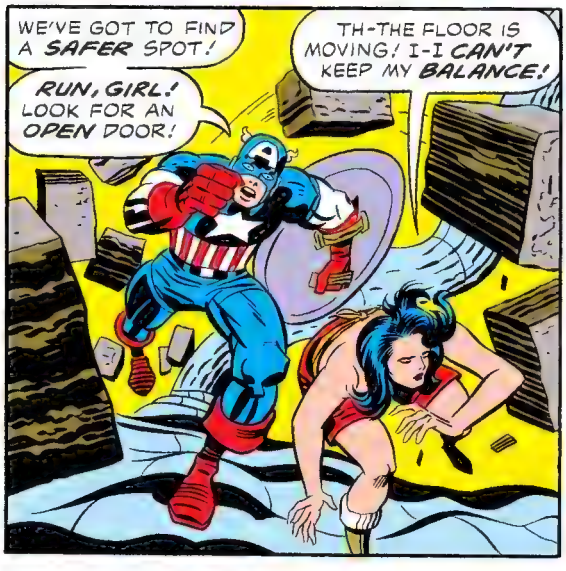
SECONDS LATER, AN ENERGY BUILD-UP SURGES THROUGH ZOLA'S E.S.P. BOX! HIS THOUGHT WAVES BEGIN TO EXPAND WITH A TERRIFYING STRENGTH...
THE EFFECT IS MANIFESTED BY POWERFUL FLASHES THAT GROW UNBEARABLY BRIGHT...
HAHAHAH!! THE MIND OF ARNIM ZOLA SHALL SEEP INTO EVERY NOOK AND CRANNY OF THIS CASTLE!
AND SO IT DOES! THE MIND FORCE FILLS THE LABORATORY AND SEEKS TO INVADE THE SPACES BEYOND ITS WALLS...
LIKE MYSTIC FIRE, IT PENETRATES LOCKED DOORS AND BOLTED WINDOWS. IT CRACKLES DOWN CORRIDORS AND IMBEDS ITSELF IN PLACES HIDDEN BY SHADOWS. IT SEEKS TO BE PART OF ANYTHING UNTOUCHED BY ITS PRESENCE...
IN A MATTER OF SECONDS, THE POWER OF ZOLA'S WILL OUTRACES HIS FLEEING CAPTIVES AND SURROUNDS THEM WITH A NETWORK OF MENTAL LIGHTNING!
FORGET IT! CONCENTRATE ON GETTING OUT OF HERE!
CAPTAIN AMERICA! LOOK!


SUDDENLY, HUGE DRAPES BECOME ANIMATED WITH SERPENTINE MOTION! THEY WHIP TOWARD CAP AND...
WHA--!?
THE STIMULATOR'S BEEN TORN FROM MY HAND! THESE CURTAINS -THEY'RE-

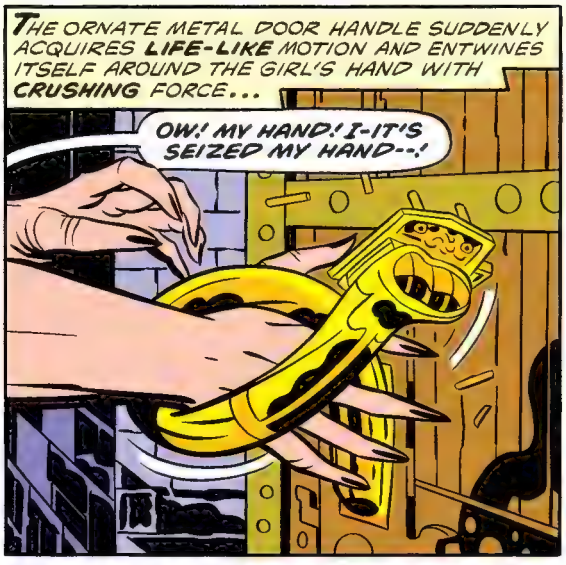

T-THEY'RE ALIVE--! L-LIKE THESE PICTURES! LOOK OUT--!
IT'S ZOLA! HE'S FOUND A WAY TO ACTIVATE THIS ORGANIC MATERIAL!
BAM!
BAM!

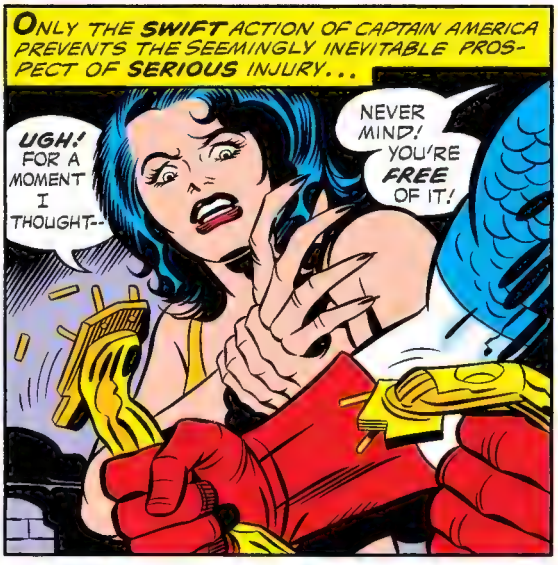

THE THICK WALLS VIBRATE WITH LIFE AND SPEW FORTH THE STONE BLOCKS WHICH COMPRISE THEIR VERY STRUCTURE...

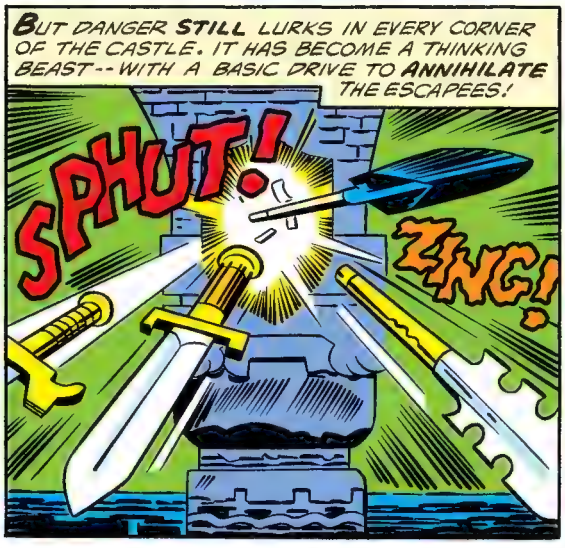

BONG!
STAND BEHIND ME, DONNA MARIA! I'LL TRY TO GIVE YOU COVER!

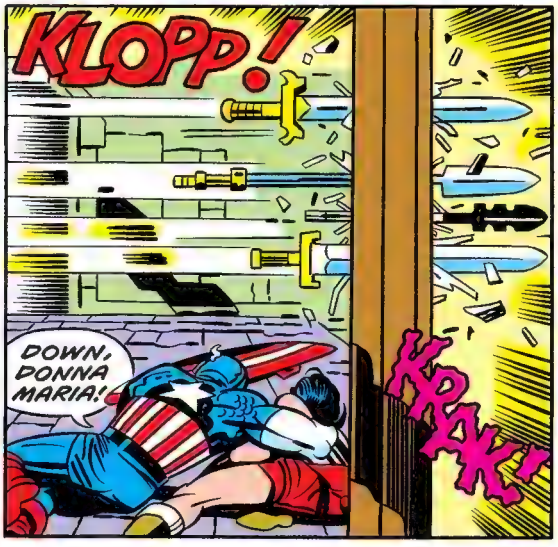

WE'VE GOT TO FIND A SAFER SPOT!
TH-THE FLOOR IS MOVING! I-I CAN'T KEEP MY BALANCE!
RUN, GIRL! LOOK FOR AN OPEN DOOR!

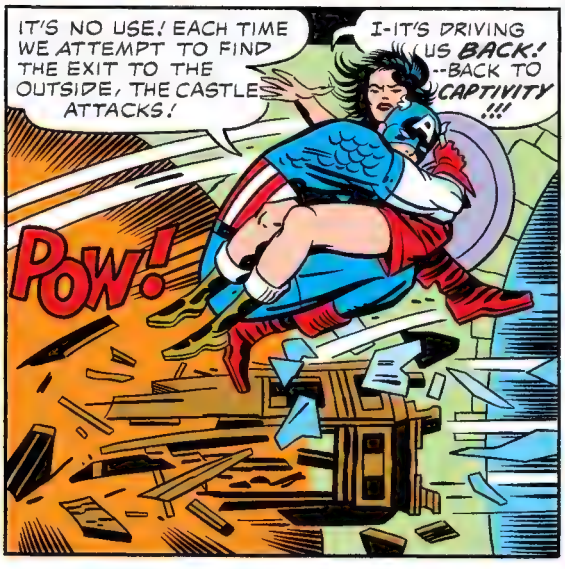
THE TWO FINALLY REACH A CHAMBER DOOR...
KEEP TRYING!
THIS DOOR ISN'T LOCKED--BUT IT RESISTS MY EVERY EFFORT TO OPEN IT!

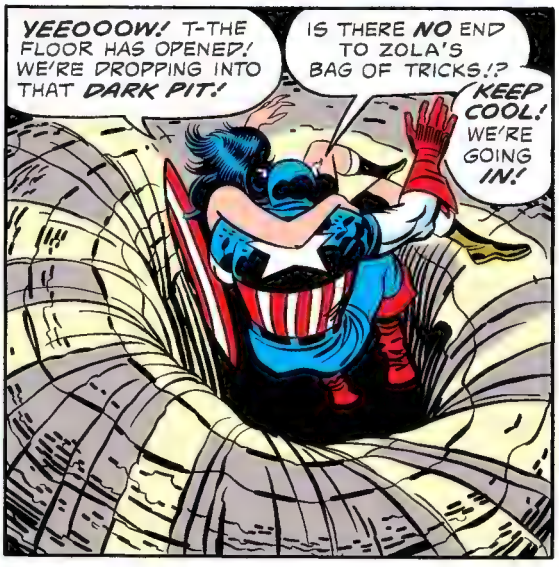

THE ORNATE METAL DOOR HANDLE SUDDENLY ACQUIRES LIFE-LIKE MOTION AND ENTWINES ITSELF AROUND THE GIRL'S HAND WITH CRUSHING FORCE...
OW! MY HAND! I-IT'S SEIZED MY HAND--!

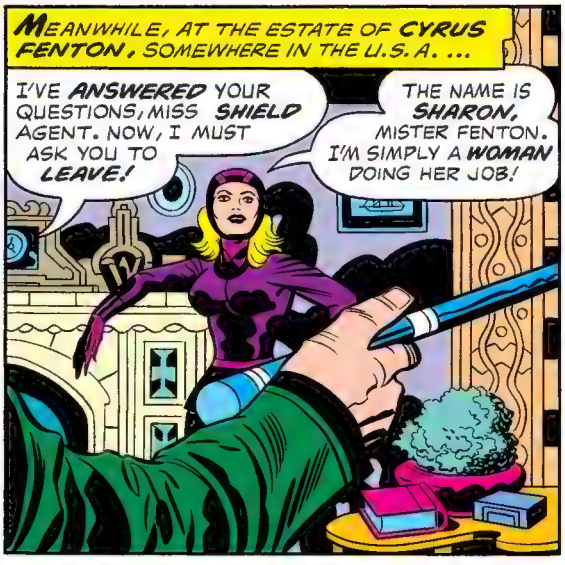

ONLY THE SWIFT ACTION OF CAPTAIN AMERICA PREVENTS THE SEEMINGLY INEVITABLE PROSPECT OF SERIOUS INJURY...
UGH! FOR A MOMENT I THOUGHT--
NEVER MIND! YOU'RE FREE OF IT!

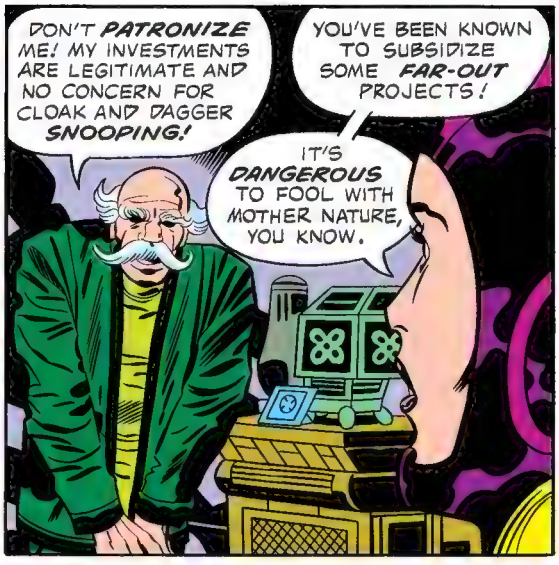

BUT DANGER STILL LURKS IN EVERY CORNER OF THE CASTLE. IT HAS BECOME A THINKING BEAST--WITH A BASIC DRIVE TO ANNIHILATE THE ESCAPEES!
SPHUT!
ZING!

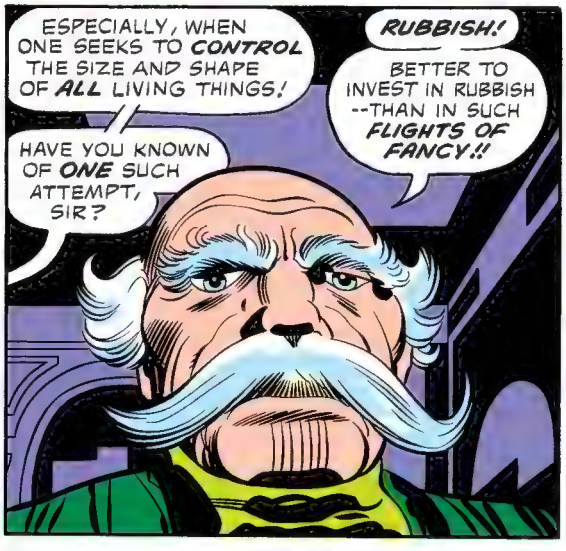

KLOPP!
DOWN, DONNA MARIA!
KRAK!

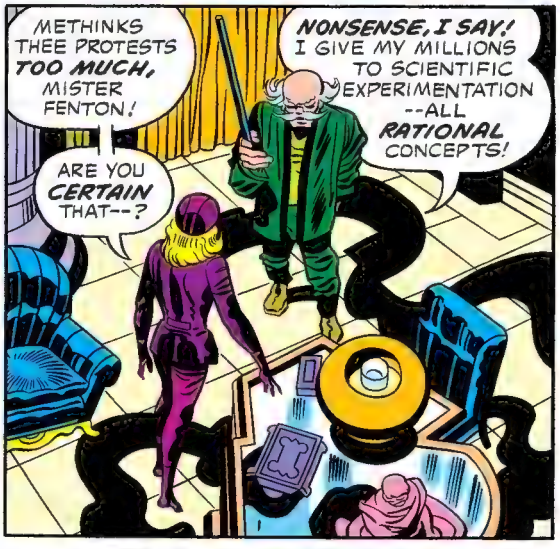

IT'S NO USE! EACH TIME WE ATTEMPT TO FIND THE EXIT TO THE OUTSIDE, THE CASTLE ATTACKS!
I-IT'S DRIVING US BACK! --BACK TO CAPTIVITY !!!
POW!

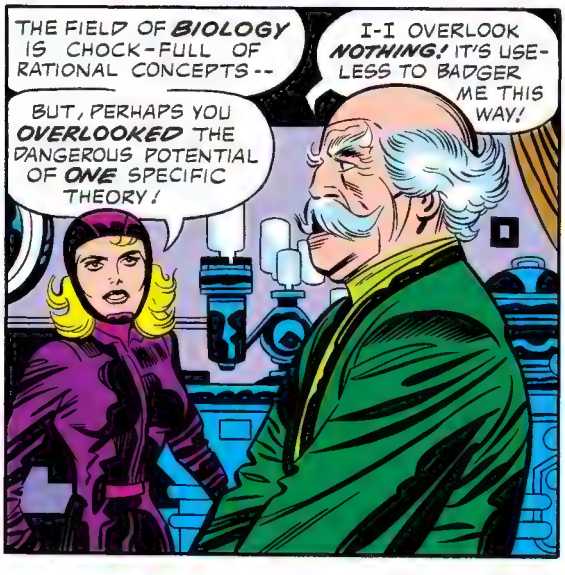

YEEOOOW! T-THE FLOOR HAS OPENED! WE'RE DROPPING INTO THAT DARK PIT!
IS THERE NO END TO ZOLA'S BAG OF TRICKS!?
KEEP COOL! WE'RE GOING IN!


MEANWHILE, AT THE ESTATE OF CYRUS FENTON, SOMEWHERE IN THE U.S.A. ...
I'VE ANSWERED YOUR QUESTIONS, MISS SHIELD AGENT. NOW, I MUST ASK YOU TO LEAVE!
THE NAME IS SHARON, MISTER FENTON. I'M SIMPLY A WOMAN DOING HER JOB!


DON'T PATRONIZE ME! MY INVESTMENTS ARE LEGITIMATE AND NO CONCERN FOR CLOAK AND DAGGER SNOOPING!
YOU'VE BEEN KNOWN TO SUBSIDIZE SOME FAR-OUT PROJECTS!
IT'S DANGEROUS TO FOOL WITH MOTHER NATURE, YOU KNOW.


ESPECIALLY, WHEN ONE SEEKS TO CONTROL THE SIZE AND SHAPE OF ALL LIVING THINGS!
RUBBISH!
BETTER TO INVEST IN RUBBISH --THAN IN SUCH FLIGHTS OF FANCY!!
HAVE YOU KNOWN OF ONE SUCH ATTEMPT, SIR?


METHINKS THEE PROTESTS TOO MUCH, MISTER FENTON!
NONSENSE, I SAY! I GIVE MY MILLIONS TO SCIENTIFIC EXPERIMENTATION --ALL RATIONAL CONCEPTS!
ARE YOU CERTAIN THAT--?

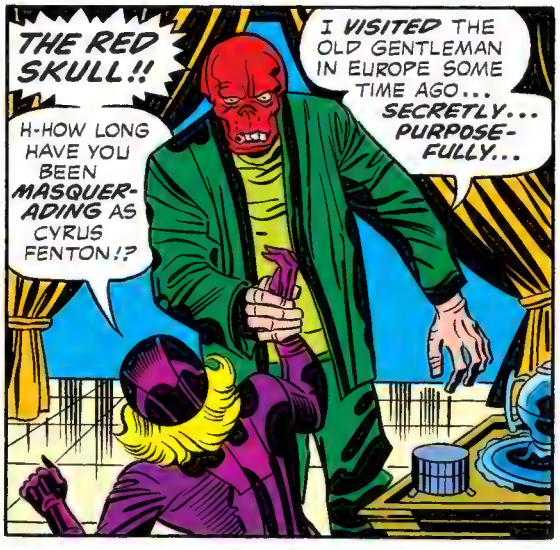

THE FIELD OF BIOLOGY IS CHOCK-FULL OF RATIONAL CONCEPTS--
I-I OVERLOOK NOTHING! IT'S USELESS TO BADGER ME THIS WAY!
BUT, PERHAPS YOU OVERLOOKED THE DANGEROUS POTENTIAL OF ONE SPECIFIC THEORY!

OH, DRAT! I-I'VE HURT YOUR FEELINGS, HAVEN'T I...
STOP THAT! DON'T DO THAT--!!
FORGIVE MY PUSHINESS, YOU OLD DEAR.
IT'S ONLY THAT THERE MAY BE MANY LIVES AT STAKE--
YOU SEE?

THE WARNING SOUNDS TOO LATE! THE FACE BENEATH SHARON'S FINGERS CURLS AND FOLDS AND YIELDS TO THE TOUCH...
YOU'RE WEARING A-A RUBBER MASK! THIS ISN'T YOUR TRUE FACE AT ALL!
NO... IT'S NOT!

BY HEAVEN, I-IF YOU'RE NOT CYRUS FENTON--THEN WHO ARE YOU--!?
A FRIEND TO THE STRONG!--AN ENEMY OF THE WEAK!
LOOK!!

NO--! NO!
WHY SO DISTRESSED, MY DEAR!? HAVE I LOST THE IMAGE SO COMMON TO CUDDLY OLD MEN?
ARE WE NO LONGER--SYMPATICO? HAHAHAHAH!


THE RED SKULL!!
H-HOW LONG HAVE YOU BEEN MASQUERADING AS CYRUS FENTON!?
I VISITED THE OLD GENTLEMAN IN EUROPE SOME TIME AGO... SECRETLY... PURPOSEFULLY...

...AND SUCCESSFULLY, I ADD! THE REAL CYRUS FENTON IS GONE! HIS MILLIONS ARE IN MY COFFERS NOW--! AND SERVING MY PET PROJECTS!
YES, YOU GUESSED IT! YOUR FILE 116 IS ONE OF THEM!

SHIELD CALLS IT THE MONSTER FILE, BUT I KNOW IT TO BE THE ANSWER TO A DREAM I'VE NURTURED SINCE THE UNTIMELY END OF THE FEUHRER'S REIGN!
YOU'LL NEVER REALIZE THAT DREAM--!

SUDDENLY...
TZUUMM!
UGHH!!

NOT ALL OF THE CARDS ARE STACKED IN YOUR FAVOR!! THE HIDDEN GADGETS OF SHIELD TAKE CARE OF THEIR OWN!
IF YOU'RE SHOCKED--IT'S THIS ELECTRO-PISTOL WHICH DID THE TRICK!

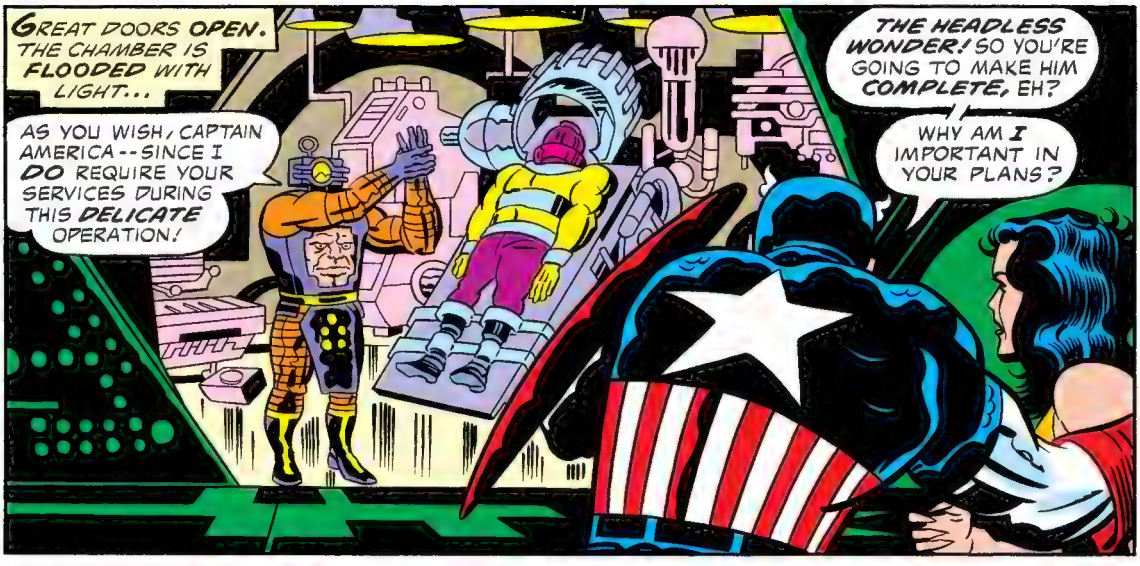
IT'S ALSO CAPABLE OF INCREASING THE SHOCK LEVEL! SO, I'D ADVISE YOU TO COOPERATE DURING THIS INQUIRY.
OF COURSE, MY DEAR... OF COURSE! I'M ONLY TOO WILLING TO TELL YOU... EVERYTHING!

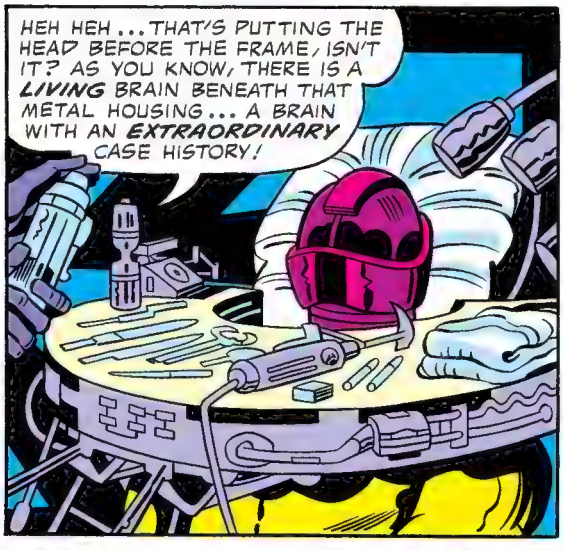
IT MIGHT INTEREST YOU TO KNOW THAT ONE OF AMERICA'S GREATEST SUPER-HEROS--WILL DIE-- IF I AM THREATENED!
CAPTAIN AMERICA IS IN MY HANDS!
W-WHAT!? YOU KNOW WHERE CAP IS?!?

WHY SHOULD I BELIEVE YOU--A KNOWN NAZI WAR CRIMINAL--WITH A RECORD OF UNPARALLELED EVIL! YOU COULD BE LYING!
THE RED SKULL NEVER HIDES A TRUMP CARD --IN TIMES OF STRESS!

I-I MUST BE CONVINCED THAT YOU ARE TELLING ME THE TRUTH! C-CAN YOU TAKE ME TO HIM!?
HOW CAN I DENY YOU THAT PRIVILEGE, SINCE YOU SHOW SUCH COURAGE!
WE SHALL LEAVE THIS MOMENT-- YOU AND I...
WITHOUT A WORD TO SHIELD HEAD-QUARTERS!
IS IT A DEAL?

AT THAT MOMENT, IN ARNIM ZOLA'S CASTLE, CAP AND DONNA MARIA PLUNGE THROUGH AN EBON PIT WHICH HAS NO BOTTOM...
W-WE'VE EMERGED IN ANOTHER CHAMBER!
IT WAS AS IF WE'D BEEN GULPED DOWN BY SOME GIANT ANIMAL!
THE WALLS BULGE AND RIPPLE AND GROW A GREAT BLAZING EYE! IT FOCUSES ANGRILY ON THE TWO...
L-LOOK!
THE CASTLE LIVES AND BREATHES--AND SEEMS INTENT ON KEEPING US HERE!
CAP'S WORDS ARE REINFORCED BY THE ORGANISM'S ACTION. THE EYE VANISHES AND IS REPLACED BY MONSTROUS SNAPPING JAWS...
THE ULTIMATE BIOLOGY! ZOLA IS USING IT TO DOMINATE MAN!
I-IT'S DRIVING US BACK! WE HAVE NO CHOICE BUT TO OBEY!
IF ZOLA CONTINUES WITH HIS MAD WORK, ALL HUMANITY WILL HAVE TO OBEY HIM!
EXACTLY WHAT I MEANT, FOXY LADY! WE MUST FIND A WAY TO STOP ZOLA!
HAHA HAHAH--! YOU'LL FIND THAT DIFFICULT TO DO, IN A WORLD WHERE MY CREATURES CALL THE TUNE!
--LIKE SERVING YOU!-- IS THAT IT, ZOLA!?
WHERE ARE YOU!? SHOW YOURSELF!
WELCOME BACK, DEAR FRIENDS! YOU'VE TESTED MY WILL--AND FAILED!
IT'S TIME TO RESIGN YOURSELVES TO MORE USEFUL PURSUITS!


GREAT DOORS OPEN. THE CHAMBER IS FLOODED WITH LIGHT...
AS YOU WISH, CAPTAIN AMERICA--SINCE I DO REQUIRE YOUR SERVICES DURING THIS DELICATE OPERATION!
THE HEADLESS WONDER! SO YOU'RE GOING TO MAKE HIM COMPLETE, EH?
WHY AM I IMPORTANT IN YOUR PLANS?

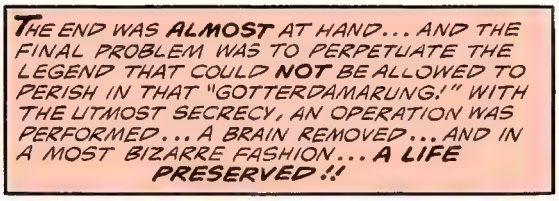

HEH HEH...THAT'S PUTTING THE HEAD BEFORE THE FRAME, ISN'T IT? AS YOU KNOW, THERE IS A LIVING BRAIN BENEATH THAT METAL HOUSING... A BRAIN WITH AN EXTRAORDINARY CASE HISTORY!

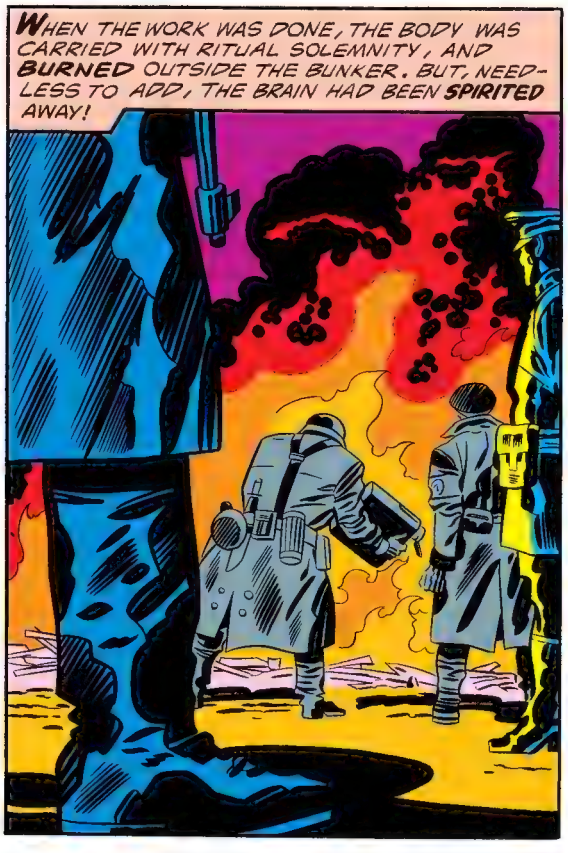
IN FACT, A MOST EXTRAORDINARY PERSON PLACED IT IN MY CARE...DURING THE LAST DAYS OF WORLD WAR II! FOR THIS CO-OPERATION, I'VE RECEIVED PROPER FINANCING FOR MY WORK TO THIS DAY!
--THE DAY THAT MY WORK WOULD BEAR FRUIT!!

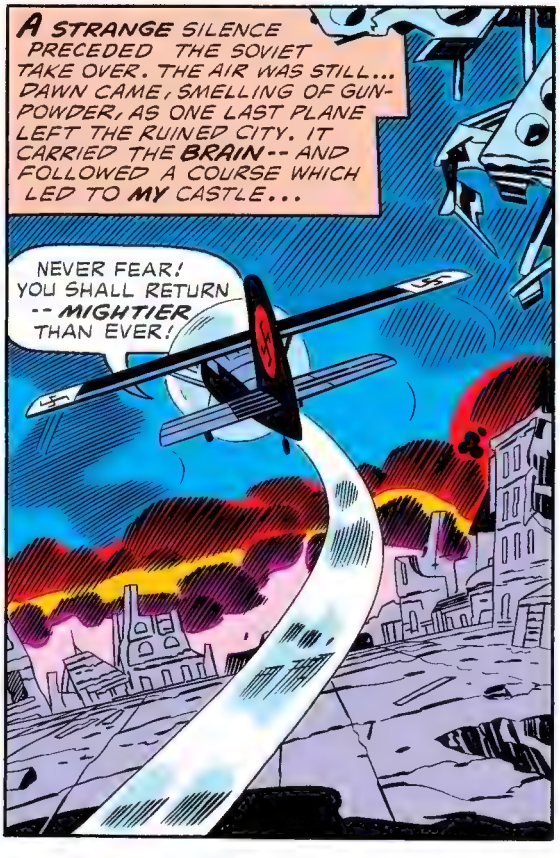
YOUR OWN EXPERIENCE WILL UNDERSCORE THE DEGREE OF MY MASTERY OF THE "LIFE PRINCIPLE"!
I CAN NOW REPAY MY BENEFACTOR FOR HIS FAITH IN ME!

DON'T SPELL IT OUT FOR ME! YOU INTEND TO RESURRECT SOME HIGH-RANKING NAZI!
AHH! ONCE AGAIN YOU SIMPLIFY THE SITUATION! THERE IS MORE TO THIS STORY!

IMAGINE, IF YOU WILL, THE FINAL HOURS OF THE THIRD REICH...THE MEAGER GUNS PROTECTING THE MASTER BUNKERS IN THE CENTER OF BERLIN... A FUTILE BARKING OF DOGS AGAINST THE RUSSIAN SWARM CLOSING IN SWIFTLY--FOR THE KILL!
BAM! BAM! BAM!


THE END WAS ALMOST AT HAND... AND THE FINAL PROBLEM WAS TO PERPETUATE THE LEGEND THAT COULD NOT BE ALLOWED TO PERISH IN THAT "GOTTERDAMARUNG!" WITH THE UTMOST SECRECY, AN OPERATION WAS PERFORMED... A BRAIN REMOVED... AND IN A MOST BIZARRE FASHION... A LIFE PRESERVED!!


WHEN THE WORK WAS DONE, THE BODY WAS CARRIED WITH RITUAL SOLEMNITY, AND BURNED OUTSIDE THE BUNKER. BUT, NEEDLESS TO ADD, THE BRAIN HAD BEEN SPIRITED AWAY!


A STRANGE SILENCE PRECEDED THE SOVIET TAKE OVER. THE AIR WAS STILL... DAWN CAME, SMELLING OF GUNPOWDER, AS ONE LAST PLANE LEFT THE RUINED CITY. IT CARRIED THE BRAIN -- AND FOLLOWED A COURSE WHICH LED TO MY CASTLE...
NEVER FEAR! YOU SHALL RETURN -- MIGHTIER THAN EVER!

THAT PROMISE SHALL NOW BE KEPT!! I HAVE GIVEN MY WORD! HE SHALL RETURN WITH A MORE PERFECT BODY!--AND A FACE WHICH ALL SHALL ADMIRE!
B-BUT WHO CAN THIS BE!?
YOUTH FORGETS... BUT WE REMEMBER, DON'T WE, ZOLA!
THE FACE IS MOST IMPORTANT RIGHT NOW! AT FIRST, I CONSIDERED CONSTRUCTING ONE WITH HIS FAMILIAR FEATURES... BUT WHEN I REVEALED YOUR CAPTURE TO MY BENEFACTOR-- HE WAS SEIZED BY INSPIRATION!
I'LL BET!
YOUR BENEFACTOR'S FACE... IT WOULDN'T BE SHAPED IN THE FORM OF A RED SKULL-- WOULD IT--?
HE WEARS MANY FACES! BUT, YES, BENEATH THEM ALL IS SUCH A SKULL!
IT SEEMS THAT HE'S A VENGEANCE ORIENTED MAN... AND FILLED WITH HATRED FOR YOU, CAPTAIN! HOWEVER, YOUR HEROIC IMAGE IMPRESSES HIM DEEPLY.
HE SEES A CROWNING TRIUMPH OVER YEARS OF FRUSTRATING STRUGGLE, BY DOING WHAT SURELY MUST BE DONE--!
WHEN THIS IS OVER, THAT BRAIN SHALL HAVE A FACE!-- YOURS!
YOU'RE INSANE!
MAN!! IT'S LIKE TIME TO SWEAT! WILL A SON OF SATAN WEAR--
THE FACE OF A HERO
DON'T WALK! RUN TO BUY THE NEXT FANTASTIC ISSUE!

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AND
THE FALCON TM
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CAPTAIN AMERICA-- BLIND... AT THE MERCY OF THE RED SKULL!
YOU CANNOT SAVE YOURSELF FROM WHAT YOU CANNOT SEE!
THE EYES OF A HERO!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

EDITED, WRITTEN AND DRAWN BY **JACK KIRBY** • LETTERED AND INKED BY **MIKE ROYER** • COLORED BY **P. GOLDBERG** • ADMIRED BY **ARCHIE GOODWIN**

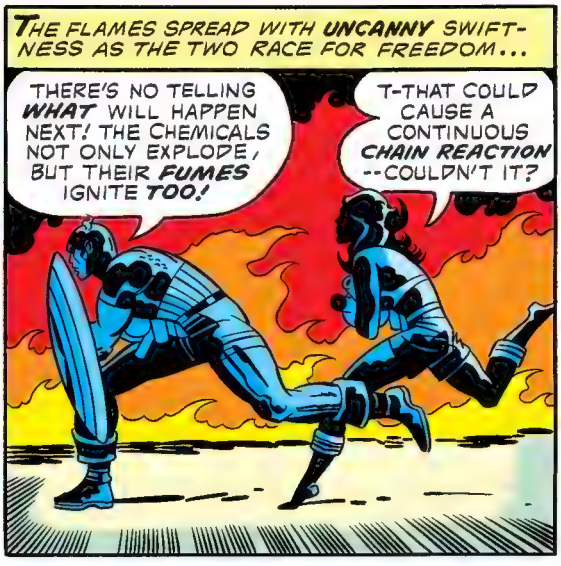
IT'S FRANKENSTEIN IN ITS MOST HORRIBLE FORM! IT'S NAZI VENGEANCE IN ITS MOST BIZARRE MOMENT! IT'S THE **RED SKULL** IN HIS MOST NEFARIOUS ROLE! **IT'S THE KIND OF RIP-ROARING CLIMAX THAT SHAKES UP THE GOOD GUYS AS WELL AS THE BAD GUYS --AND LEAVES YOU GASPING!!**

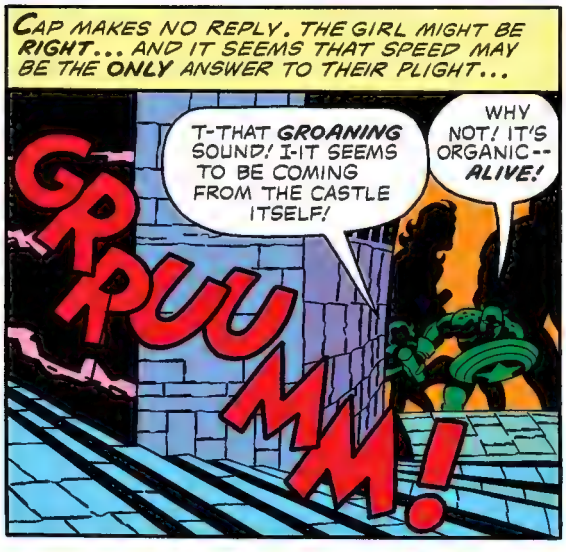
YES... CAPTAIN AMERICA.
ADOLF HITLER SHALL RETURN WITH--
THE FACE OF A HERO!
YOURS!!
HAHAHAHAH!!
YOU'LL HAVE TO KILL ME BEFORE YOU DO THAT!!

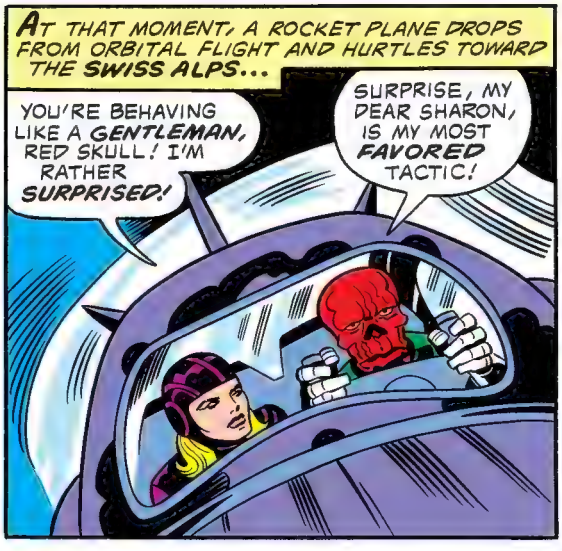
IN THE MOUNTAIN LABORATORY OF ARNIM ZOLA, BIO-CHEMICAL GENIUS, CAPTAIN AMERICA FACES A HORRIFYING PROSPECT...
KILLING YOU WILL HARDLY BE NECESSARY! I NEED YOU FOR THIS!
YOU'VE KEPT THAT MONSTER'S BRAIN ALIVE SINCE '44 -- AND YOU'VE ATTACHED IT TO A STRONG BODY... BUT, IT WILL NEVER WEAR MY FACE!
HEAR ME OUT, ZOLA. YOU CAN CREATE MIRACLES WITH LIVING CELLS! YOU'VE MADE THINGS THAT CRAWL AND SWIM AND FLY... BUT THIS TIME YOU'RE TAMPERING WITH THE HUMAN WILL!
AND IT WON'T WORK!
NONSENSE! YOU FORGET YOUR POSITION! YOU'RE HELPLESS -- TRAPPED! WHY, THIS VERY CASTLE IS A LIVING ORGANISM WHICH SERVES AS YOUR CAGE!

MAKE PEACE WITH YOUR DESTINY! AFTER ALL... THE WORLD WOULD ACCEPT HITLER WITH YOUR FACE RATHER THAN THIS OLD MODEL!
SUBMIT AND I SHALL BE KIND! THERE WILL BE LITTLE PAIN!
AT MY COMMAND, THESE WALLS WILL SPRAY YOU WITH ANESTHETIC CHEMICALS!
YOU'RE AS MAD AS YOUR FRIEND THE RED SKULL! AND THAT'S SAYING A LOT!
SUDDENLY, BEFORE ANY FURTHER WORDS CAN BE EXCHANGED...
WHA—!?
WE'LL SEE WHO GETS SPRAYED WITH CHEMICALS!
DONNA MARIA--!
THEN...
YAAAA!!
POF!
ZOLA'S BEEN WORKING WITH VOLATILE MATERIAL! IT EXPLODES ON CONTACT!
IT WORKS FOR US, TOO! W-WE'VE GOT A CHANCE, NOW—!
THERE'S MORE HERE! WE'LL NEED ALL WE CAN CARRY!
I LOVE YOU, BABY! ZOLA WAS SO INTRIGUED BY HITLER'S BRAIN THAT HE OVER-LOOKED YOURS!

SAY THAT AGAIN... YOU KNOW... THE PART ABOUT "I LOVE YOU, BABY!"
NOW LOOK, DONNA MARIA ... THIS IS NOT A MOONLIT PARK, AND WE'RE NOT OUT FOR A STROLL!
LET'S GET OUTTA HERE !!

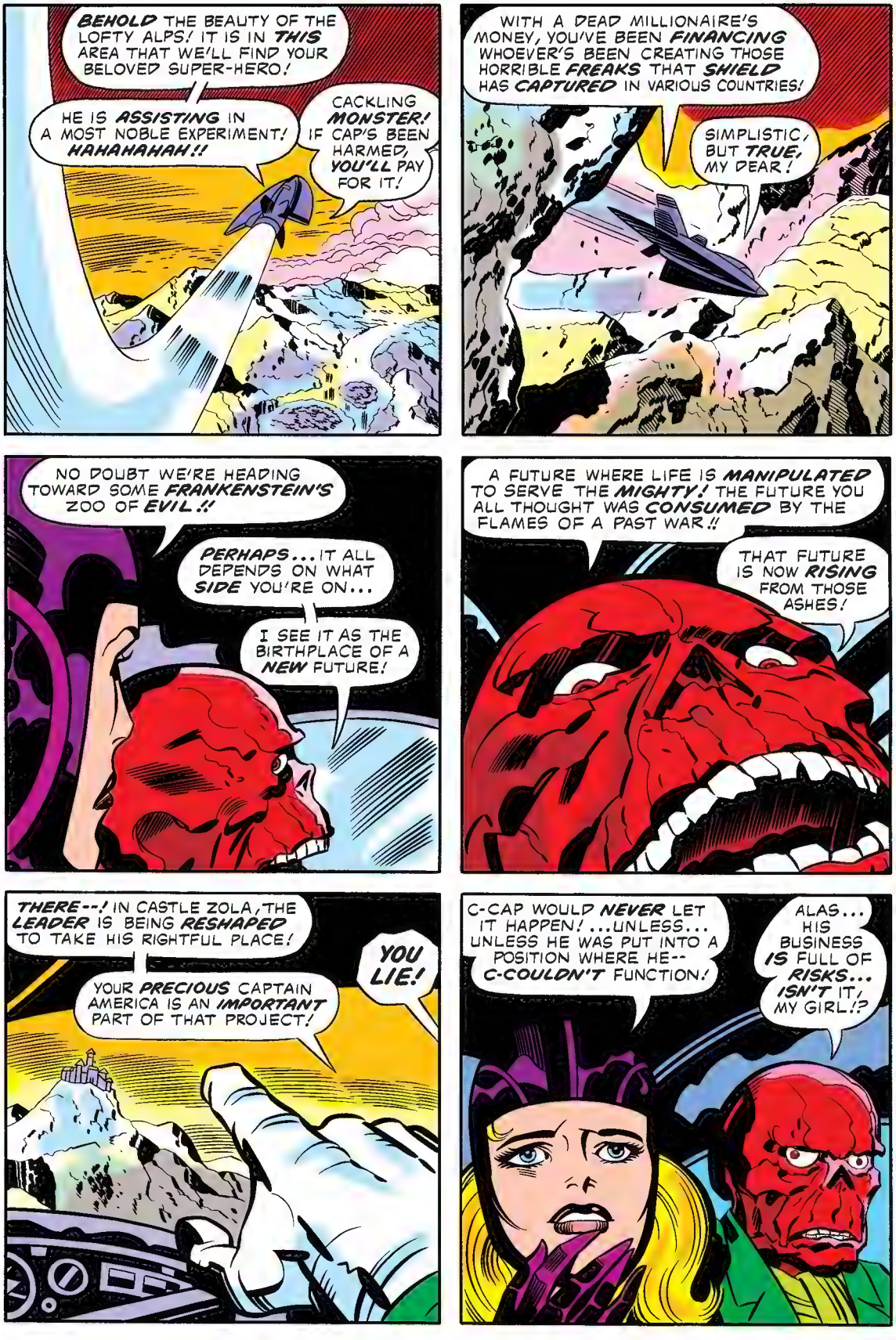

THE FLAMES SPREAD WITH UNCANNY SWIFTNESS AS THE TWO RACE FOR FREEDOM...
THERE'S NO TELLING WHAT WILL HAPPEN NEXT! THE CHEMICALS NOT ONLY EXPLODE, BUT THEIR FUMES IGNITE TOO!
T-THAT COULD CAUSE A CONTINUOUS CHAIN REACTION --COULDN'T IT?


CAP MAKES NO REPLY. THE GIRL MIGHT BE RIGHT... AND IT SEEMS THAT SPEED MAY BE THE ONLY ANSWER TO THEIR PLIGHT...
T-THAT GROANING SOUND! I-IT SEEMS TO BE COMING FROM THE CASTLE ITSELF!
WHY NOT! IT'S ORGANIC-- ALIVE!
GRRUUMM!


AT THAT MOMENT, A ROCKET PLANE DROPS FROM ORBITAL FLIGHT AND HURTLES TOWARD THE SWISS ALPS...
YOU'RE BEHAVING LIKE A GENTLEMAN, RED SKULL! I'M RATHER SURPRISED!
SURPRISE, MY DEAR SHARON, IS MY MOST FAVORED TACTIC!

THEN, OF COURSE... A DEAL IS A DEAL! I PROMISED TO TAKE YOU TO CAPTAIN AMERICA IF YOU ABSTAINED FROM INVITING ALL THE OTHER SHIELD AGENTS!
I'VE KEPT MY BARGAIN! WE'RE NOT BEING FOLLOWED! BUT... REMEMBER THIS--!

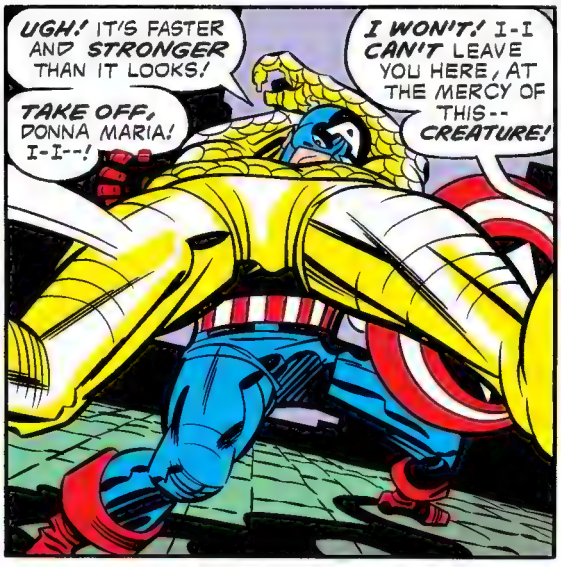
I'M FULLY ARMED! AND YOU'RE NOT! IF YOU MAKE ONE MOVE TO RATTLE ME I'LL--!
HOW ADMIRABLE! I OFTEN REGRET THAT THE NAZI PHILOSOPHY EXCLUDES THE STRENGTH OF WOMEN!


BEHOLD THE BEAUTY OF THE LOFTY ALPS! IT IS IN THIS AREA THAT WE'LL FIND YOUR BELOVED SUPER-HERO!
HE IS ASSISTING IN A MOST NOBLE EXPERIMENT! HAHAHAHAH!!
CACKLING MONSTER! IF CAP'S BEEN HARMED, YOU'LL PAY FOR IT!
WITH A DEAD MILLIONAIRE'S MONEY, YOU'VE BEEN FINANCING WHOEVER'S BEEN CREATING THOSE HORRIBLE FREAKS THAT SHIELD HAS CAPTURED IN VARIOUS COUNTRIES!
SIMPLISTIC, BUT TRUE, MY DEAR!
NO DOUBT WE'RE HEADING TOWARD SOME FRANKENSTEIN'S ZOO OF EVIL!!
PERHAPS... IT ALL DEPENDS ON WHAT SIDE YOU'RE ON...
I SEE IT AS THE BIRTHPLACE OF A NEW FUTURE!
A FUTURE WHERE LIFE IS MANIPULATED TO SERVE THE MIGHTY! THE FUTURE YOU ALL THOUGHT WAS CONSUMED BY THE FLAMES OF A PAST WAR!!
THAT FUTURE IS NOW RISING FROM THOSE ASHES!
THERE--! IN CASTLE ZOLA, THE LEADER IS BEING RESHAPED TO TAKE HIS RIGHTFUL PLACE!
YOUR PRECIOUS CAPTAIN AMERICA IS AN IMPORTANT PART OF THAT PROJECT!
YOU LIE!
C-CAP WOULD NEVER LET IT HAPPEN! ...UNLESS... UNLESS HE WAS PUT INTO A POSITION WHERE HE-- C-COULDN'T FUNCTION!
ALAS... HIS BUSINESS IS FULL OF RISKS... ISN'T IT, MY GIRL!?

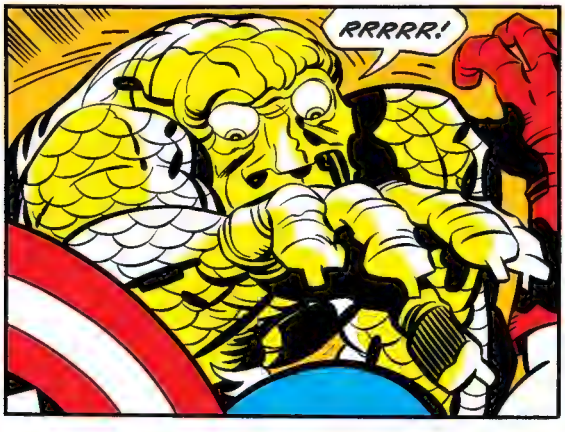
MEANWHILE, IN THE CASTLE...
WOOOM!
THE EXPLOSIONS HAVEN'T STOPPED!
IGNORE THEM!
SOMETHING'S HAPPENING, I TELL YOU! SOMETHING WE CAN'T SEE!
KEEP MOVING, DONNA MARIA! DON'T THINK ABOUT IT!
THE CASTLE GROANS AND BEGINS TO UNDULATE LIKE A LIVING ANIMAL IN PAIN...
LOOK OUT!
THE CASTLE'S REACTING!
DON'T YOU SEE!? IF THE CASTLE IS ALIVE-- I-IT CAN'T TOLERATE THE BLASTS!
STAND BACK!! I-IT'S SHOWING ITS TEETH!
NO MORE THAN ANY OTHER BEAST WITH FIRE IN ITS BELLY, THE WRITHING STRUCTURE BECOMES A SNAPPING MENACE...
A TASTE OF ZOLA'S MEDICINE WILL KEEP YOU BUSY!
WOF!

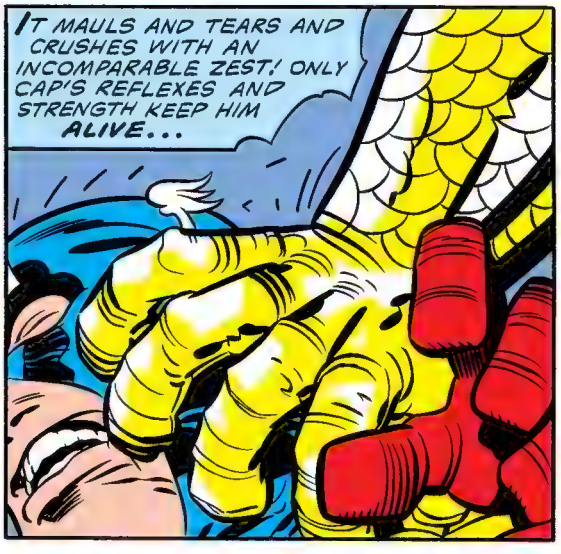
THEN...
BLAAAMM!!
LOOKS LIKE IT DIDN'T GO DOWN EASY!
THAT'S FOR CERTAIN!
POW!
KEEP GOING, GIRL! DON'T STOP!
A GREAT TREMOR SHAKES THE CASTLE'S INTERIOR!! IT ECHOES WITH LOUD CRACKLING SOUNDS! WITHOUT WARNING, A HUGE PILLAR TEARS ITSELF FREE AND HURTLES WITH DEADLY INTENT AT THE FUGITIVES...
W-WHAT'S THAT RUSHING SOUND BEHIND US!?
WOOOSH!
THE YEARS OF COMBAT ACTION HAVE NOT BEEN WASTED! CAP TURNS IN TIME AS THE DARK SHADOW OF THE FLYING PILLAR APPROACHES LIKE AN IMAGE OF DEATH!
DONNA MARIA—! DOWN!
AAA—!
IT MISSES ITS PREY AND CONTINUES ON TO PLOW THROUGH THE STONE WALL BEYOND THEM...
KRAK!

THAT WAS A CLOSE CALL!
AND A BLESSING IN DISGUISE!
I'D SAY IT WAS MORE OF A BREAK-THROUGH!!
NOW WE CAN LEAVE THE FRYING PAN!-- BUT, WILL WE LEAP INTO THE FIRE!?
THAT COULD BE DECEIVING... BUT, WE'VE GOT TO CHANCE A DASH TO FREEDOM!
THE COURTYARD SEEMS CLEAR ENOUGH!
BUT FIRST, I'M GOING TO GIVE ZOLA'S CASTLE THE LAST OF THIS LOAD OF CHEMICALS!
AND HOPE IT RESULTS IN TERMINAL INDIGESTION!
FWOOM!
I NEED NO URGING!
NOW RUN FOR THE NEAREST EXIT!
IT'S THE BIG-EARED SENTRY AND HIS SAVAGE COMPANION!
ZOLA'S FREAKS! THEY'VE FOUND US!
GROWR-RRRR-RR!!
KLONK!

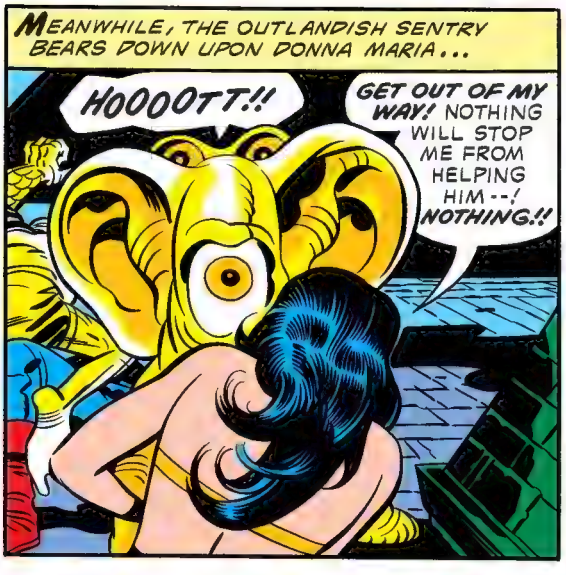

UGH! IT'S FASTER AND STRONGER THAN IT LOOKS!
TAKE OFF, DONNA MARIA! I-I--!
I WON'T! I-I CAN'T LEAVE YOU HERE, AT THE MERCY OF THIS-- CREATURE!

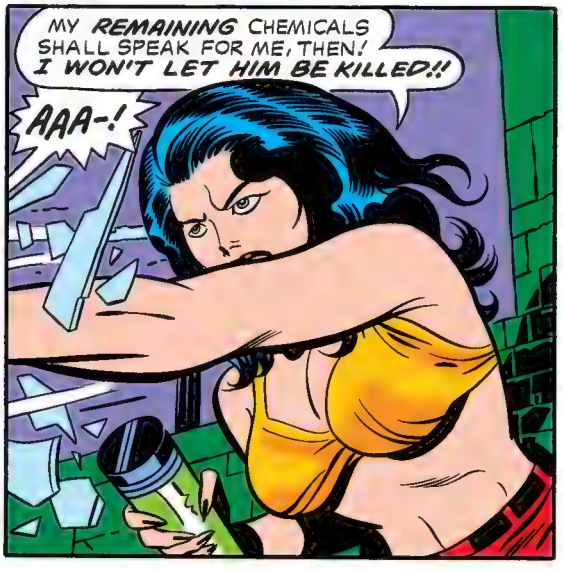
THERE IS NO OTHER NAME FOR THIS BEAST! IT IS A **CREATION** OF ARNIM ZOLA! IT IS A **MURDER-MACHINE**... DEVISED TO GUARD THE CASTLE FROM INTRUDERS...



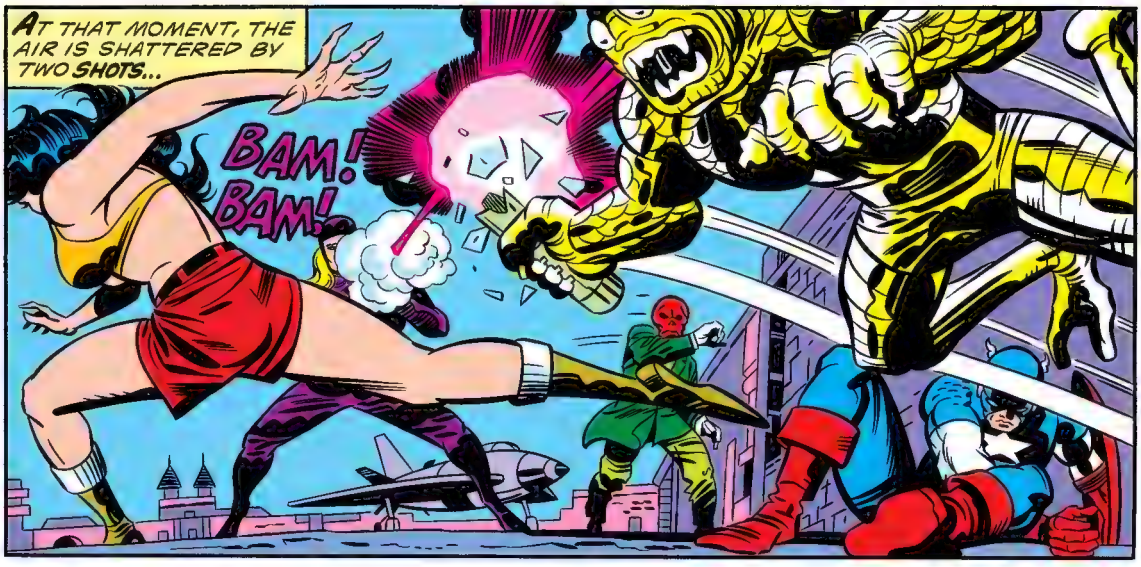


MEANWHILE, THE OUTLANDISH SENTRY BEARS DOWN UPON DONNA MARIA...



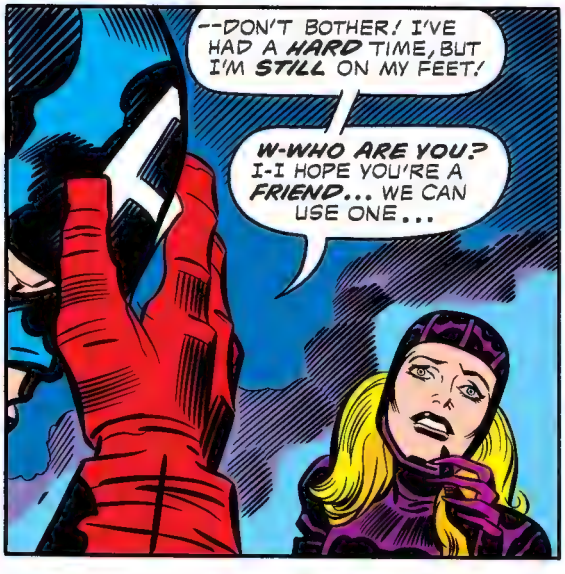


THE SENTRY TURNS INTO A BLAZING PYRE! IT SCREAMS AND VANISHES FROM SIGHT.
YAAAAAA!!
I-I CAN'T ATTACK THIS DEMON WITHOUT HARMING CAPTAIN AMERICA!
AND YET, I-I CAN'T WAIT--!
RAWRR!
IN THE FURY OF THE STRUGGLE, BOTH COMBATANTS GAIN MOMENTARY ADVANTAGES...
BREAK AWAY FROM THE THING! I'LL GET IT WITH THIS!!
BUT CAP IS PITTED AGAINST AN UNPRECEDENTED FOE--SOMETHING THAT LIVES TO DESTROY OR MAIM WHATEVER IT ATTACKS...
DONNA MARIA CAN WAIT NO LONGER! SHE SEIZES THE MURDEROUS CREATURE...
NO! NO!
RRRR!
SHE IS HELPLESS TO STEM THE SAVAGE FRENZY! WITH SNAKE-LIKE SPEED, THE THING SNATCHES THE CHEMICAL WHICH THREATENS IT...
UGH-!
RAWAARR!!


AT THAT MOMENT, THE AIR IS SHATTERED BY TWO SHOTS...
BAM! BAM!

THE CHEMICAL FLASK DISINTEGRATES FROM THE IMPACT AND SPARKS ANOTHER FORCEFUL BLAST!
BYEEOW!!

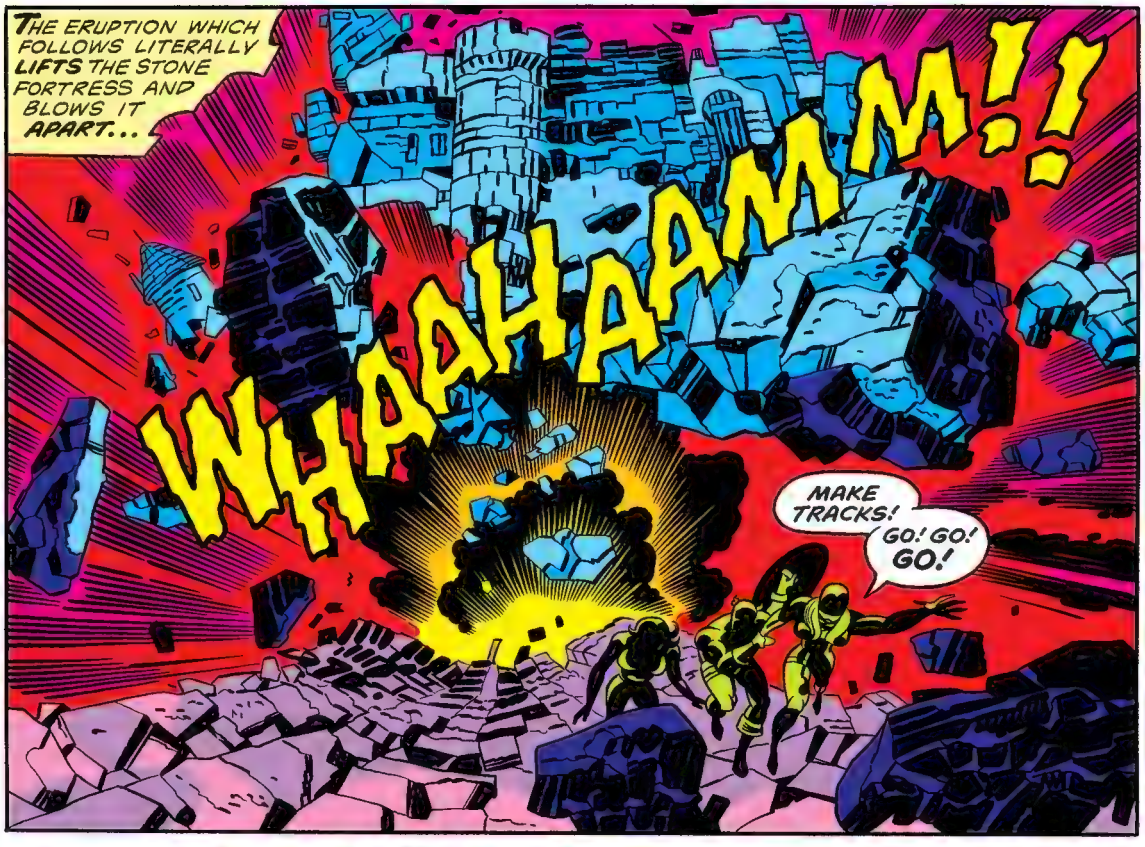
I-I DIDN'T EXPECT THAT TO HAPPEN! IT COMPLETELY DESTROYED YOUR ATTACKER!
ARE YOU ALL RIGHT, MISS?
SEE TO CAPTAIN AMERICA! HE'S--


--DON'T BOTHER! I'VE HAD A HARD TIME, BUT I'M STILL ON MY FEET!
W-WHO ARE YOU? I-I HOPE YOU'RE A FRIEND... WE CAN USE ONE...

CAP! OH, CAP! I-I THOUGHT I'D NEVER SEE YOU AGAIN!
THANK GOD YOU'RE ALIVE!
SHARON!? I-IS THAT YOU-- SHARON!?

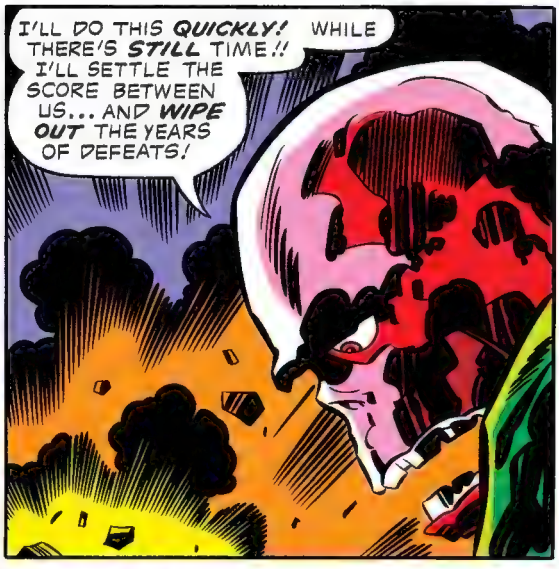
O-OF COURSE IT'S ME! I MADE A PACT WITH THE DEVIL HIMSELF TO REACH YOU!
H-HE CAN'T SEE YOU!! HE CAN'T SEE!!
W-WHAT'S WRONG?
IT WAS THAT HORRIBLE CREATURE! IT INJURED HIS EYES—!!
DON'T GET EXCITED, GIRLS! THIS IS MERELY TEMPORARY... AS SOON AS THE SCRATCHES HEAL, I'LL BE AS SOUND AS A DOLLAR!
YOU'RE BLIND, CAPTAIN AMERICA! YOU'VE ESCAPED THE FATE I'D PLANNED FOR YOU... ONLY TO STUMBLE INTO ANOTHER JUST AS BAD!
THE RED SKULL--! I'D KNOW THAT MALEVOLENT VOICE IN A HOWLING STORM!
YES! HE'S THE DEVIL I SPOKE OF! HE BROUGHT ME HERE-- EXPECTING TO FIND YOU IN SOME TERRIBLE FIX!
YOU HATEFUL SWINE! HAS THERE EVER BEEN A MOMENT WHEN SOMEONE HASN'T SUFFERED AT YOUR HANDS!?
ONLY A NAZI COULD PULL THAT TRIGGER!
I OUGHT TO—!
DON'T BE TOO CERTAIN--
--I'LL HANDLE THE SKUNK, SHARON! AFTER ALL THIS, IT'LL BE A PLEASURE!
YOUR DAYS OF RIGHTEOUS PRIDE ARE DONE, HERO! THIS IS A SMALL VICTORY FOR ME... BUT I'M CONTENT WITH IT!

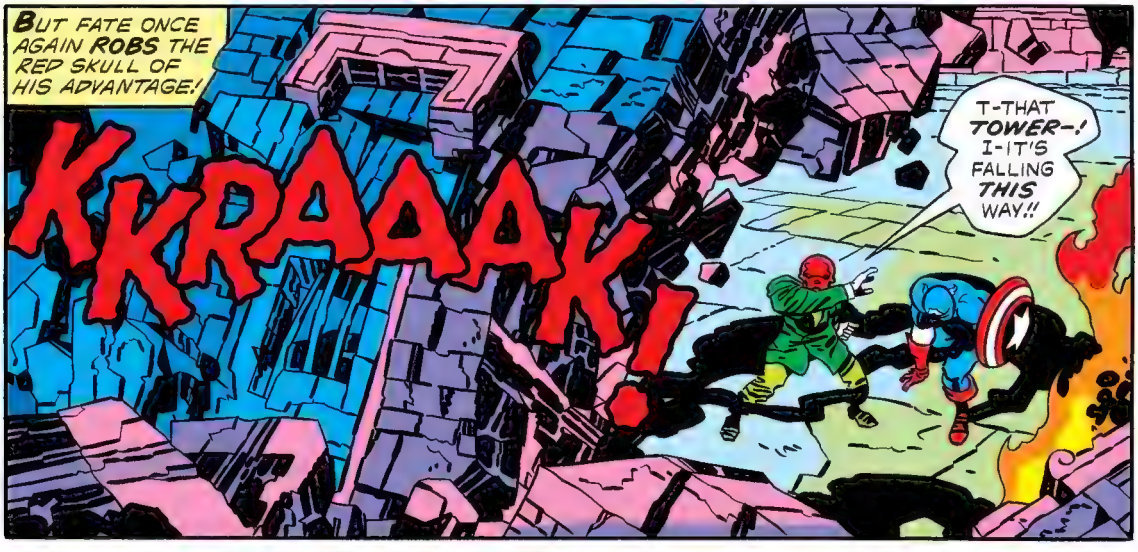
CAP CANNOT SEE THE KNUCKLES KNOT... OR THE ARM TENSE... OR THE VICIOUS BLOW THAT STRIKES HIM DOWN...
CAP! LOOK OUT—!
POW!
YOU'LL PAY FOR THAT! I-I SWEAR IT!!
I'M BRINGING YOU IN TO STAND TRIAL FOR EVERY CRIME YOU EVER COMMITTED! AND YOU'VE GOT ENOUGH "MURDER ONES" TO MAKE YOU SWING ON A HUNDRED DIFFERENT SCAFFOLDS!
OH... TO HAVE THE CONFIDENCE OF YOUTH! EXERCISE ONE'S FANTASIES--AND REACH FOR THE STARS!
FOOLISH SNIP OF A GIRL! YOU WON'T BRING ME TO HEEL! TIME MAY DO IT... BUT NEVER ONE SUCH AS YOURSELF!
I AM OF A KIND THAT DARES TO SEIZE THE THROAT OF A WORLD!
I HOPE YOU TELL THAT TO THE JUDGE, MISTER!!
THIS IS NO TIME TO TRADE INSULTS WITH THAT CREEP!
WE'VE GOT TO GET CAP OUT OF HERE! HE NEEDS A DOCTOR BADLY!
DON'T FUSS! I-I...
SUDDENLY, THERE IS A GARGANTUAN ROLL BENEATH THE CASTLE GROUNDS. GREAT TOWERS CRACK AND FALL. THE DEATH THROES OF ARNIM ZOLA'S CASTLE HAVE BEGUN!
RRRMMM!!
WHA—!?
I-IT FEELS LIKE AN EARTH-QUAKE!

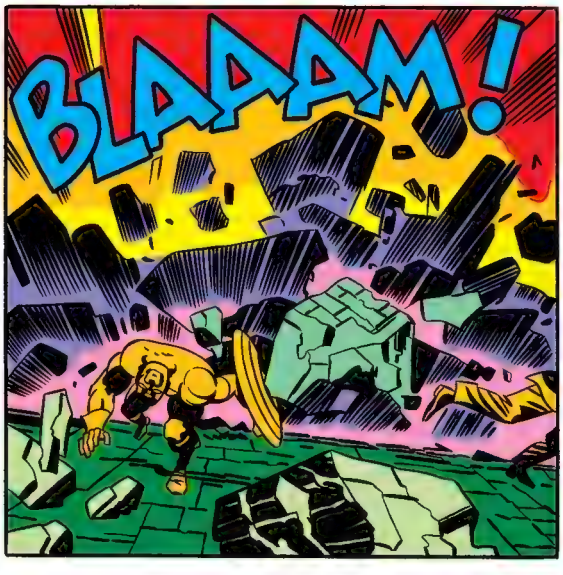


IN THE HOLOCAUST OF ACRID FLAME AND FLYING STONE, CAP IS **OVERCOME** BY HIS INJURIES, AND FALTERS IN HIS FLIGHT...

YES! LET THEM GO, CAPTAIN AMERICA!!
IF THEY DON'T LOOK BACK, THEY WON'T SEE YOU IN YOUR FINAL MOMENT!


I'LL DO THIS QUICKLY! WHILE THERE'S STILL TIME!! I'LL SETTLE THE SCORE BETWEEN US... AND WIPE OUT THE YEARS OF DEFEATS!


BUT FATE ONCE AGAIN ROBS THE RED SKULL OF HIS ADVANTAGE!
KKRAAAK!
T-THAT TOWER-! I-IT'S FALLING THIS WAY!!

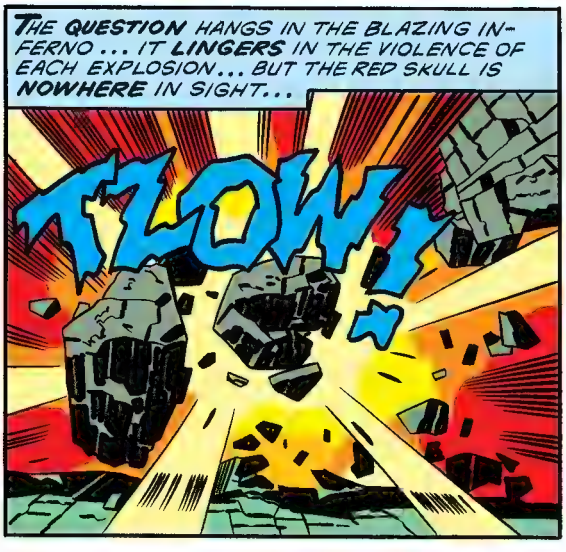

BLAAAM!

BOTH COMBATANTS ACT SWIFTLY. BOTH ESCAPE THE CRUSHING DEATH... BUT IT IS CAP WHO STUMBLES HELPLESSLY IN DARKNESS AS THE FIERY STORM BATTERS HIM FROM EVERY SIDE...

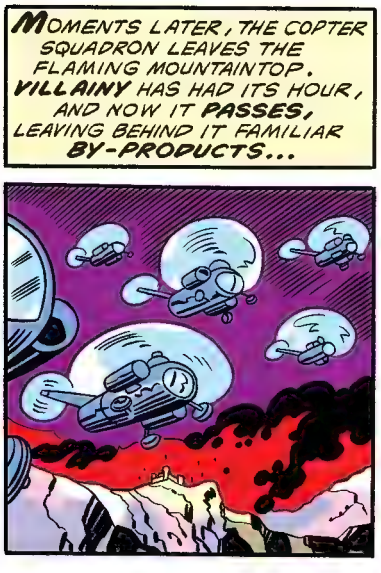
UGH!
BYAAM!!
CAP! CAP!
GOOD LORD! HE'S BEEN CAUGHT IN A BLOW-UP!
WE'VE GOT TO HELP HIM! HE MUSN'T DIE!! HE MUSTN'T DIE!!
DON'T GET HYSTERICAL! TAKE HIS OTHER ARM-- AND LIFT!
STAND BACK! I'LL GET HIM OUT OF HERE--IF I HAVE TO CARRY HIM!
SUDDENLY, THE ROAR OF AIRCRAFT ENGINES BLENDS WITH THE DIN OF EXPLOSIONS...
WE'LL TAKE OVER THAT CHORE, MISS!
THE CHAOTIC AREA IS SOON OVER-RUN BY SHIELD AGENTS...
I THOUGHT YOU MEN WOULD NEVER GET HERE! WHAT DELAYED YOU?
RED TAPE, KID!
HANDLE HIM EASY, BOYS!
PLEASE BE CAREFUL! HE'S BADLY INJURED!

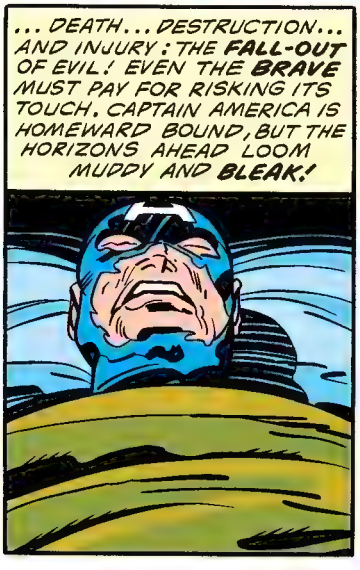
THAT CHICK SURE IS CONCERNED ABOUT CAP!
BUT HE'LL BE OKAY... THANKS TO YOUR HOMING DEVICE! IT LED US STRAIGHT TO YOU!
IT'S BEEN OPERATING VERY EFFICIENTLY!
BEEP BEEP BEEP

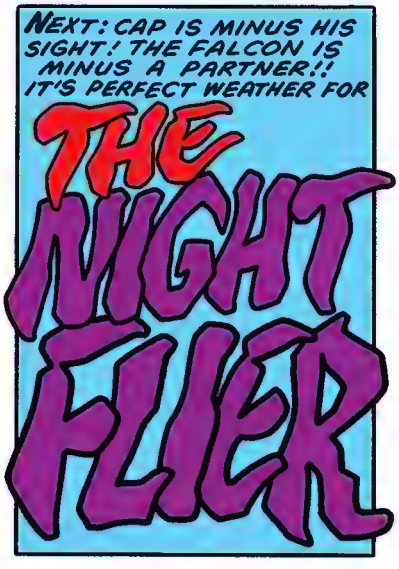
IF THE RED SKULL NOTICED IT, HE SAID NOTHING. IT WAS AS IF THE ONLY THING THAT MATTERED WAS THIS STRANGE PLAN HE HAD FOR CAP! ...A PLAN WHICH FAILED!!
YOU MEAN THAT THE RED SKULL WAS HERE!?


THE QUESTION HANGS IN THE BLAZING INFERNO ... IT LINGERS IN THE VIOLENCE OF EACH EXPLOSION... BUT THE RED SKULL IS NOWHERE IN SIGHT...
TLOW!

THE RED SKULL BROUGHT ME HERE! BUT I LOST HIM WHEN THE FIREWORKS STARTED!
LET'S GO! IT'LL ALL BE IN MY REPORT!
RIGHT!
BOARD YOUR CHOPPERS, MEN! THERE'LL BE NO BATTLE HERE!


MOMENTS LATER, THE COPTER SQUADRON LEAVES THE FLAMING MOUNTAINTOP. VILLAINY HAS HAD ITS HOUR, AND NOW IT PASSES, LEAVING BEHIND IT FAMILIAR BY-PRODUCTS...


... DEATH... DESTRUCTION... AND INJURY: THE FALL-OUT OF EVIL! EVEN THE BRAVE MUST PAY FOR RISKING ITS TOUCH. CAPTAIN AMERICA IS HOMEWARD BOUND, BUT THE HORIZONS AHEAD LOOM MUDDY AND BLEAK!


NEXT: CAP IS MINUS HIS SIGHT! THE FALCON IS MINUS A PARTNER!! IT'S PERFECT WEATHER FOR
THE NIGHT FLIER

CAPT. AMERICA
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CAPTAIN AMERICA AND THE FALCON™
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TOO LATE, FALCON! NO ONE CAN KEEP ME FROM MY VICTIM!
ONLY MARVEL WOULD DARE IT! BLINDED, HOSPITALIZED, CAP FIGHTS HIS DEADLIEST BATTLE!
HE STRIKES! HE KILLS! HE CAN'T BE STOPPED!
THE NIGHT FLYER!

1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation*...to awaken in the *mid-1960's*, a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

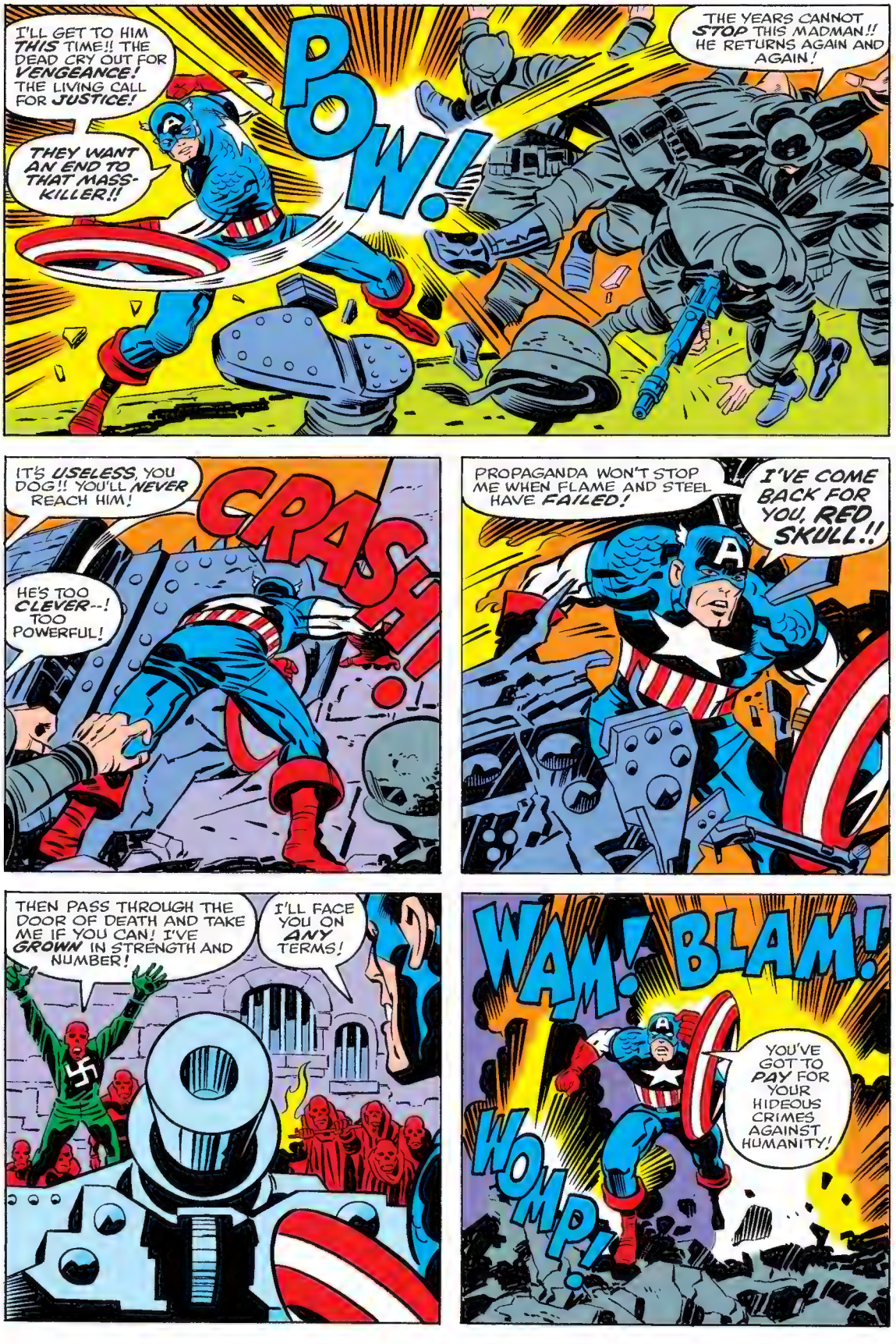
Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

EDITED, WRITTEN AND DRAWN BY-- JACK KIRBY / INKED BY DAN GREEN / LETTERED BY JOE ROSEN / COLORED BY G. ROUSSOS / ADMIRED BY ARCHIE GOODWIN

IT IS SAID THAT EVERY MAN HAS HIS DREAM, AND THERE IS ONE WHICH BELONGS EXCLUSIVELY TO CAPTAIN AMERICA!! IN THE PRIVATE PURGATORY OF HIS MIND, IT EXPLODES IN THE AFTERMATH OF A TRYING EXPERIENCE AND ENDS IN THE SHADOW OF A NEW AND GREATER DANGER--

THE NIGHT FLYER!

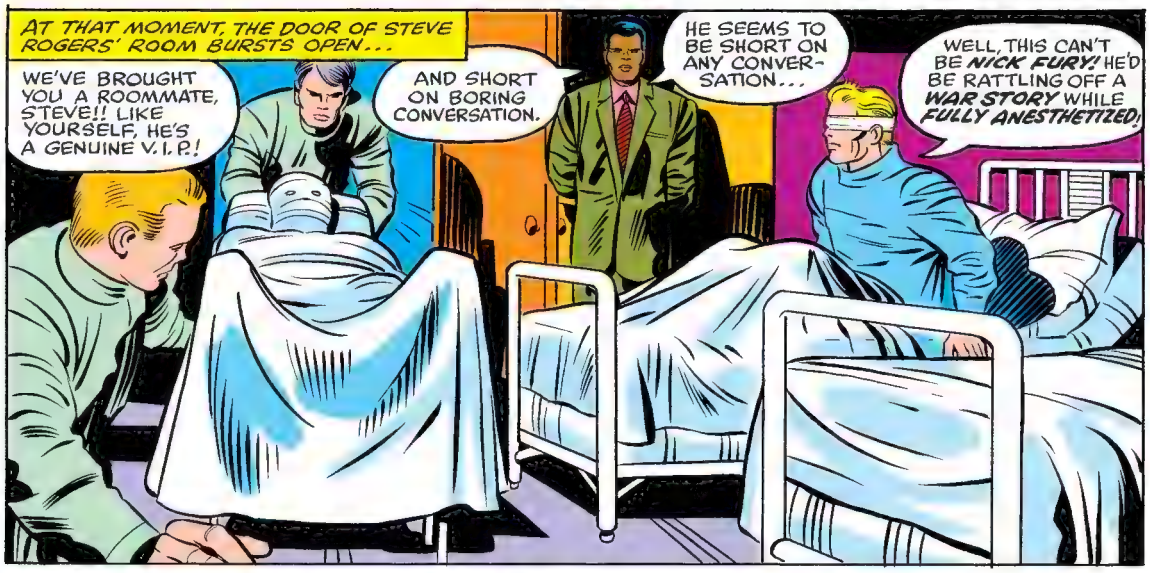
DO YOUR WORST, YOU NAZI DEVILS!! I KNOW WELL WHO'S AMONG YOUR RANKS!! THERE'LL BE NO REST FOR ME UNTIL I FIND HIM!!
STOP THE SWINE! HE ATTACKS ONCE MORE!!
HE'S BREAKING THROUGH!

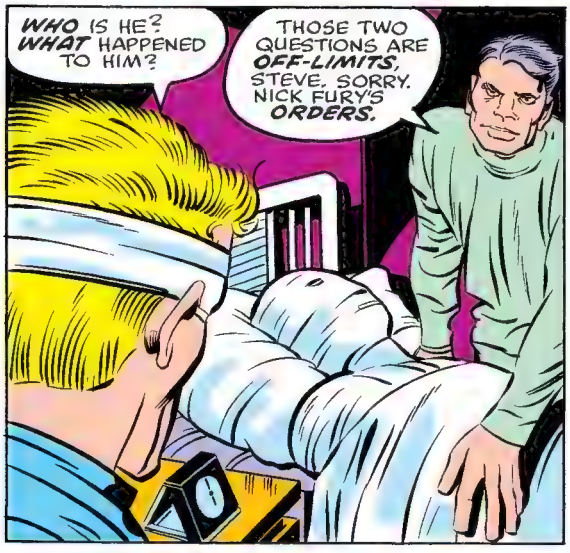

I'LL GET TO HIM THIS TIME!! THE DEAD CRY OUT FOR VENGEANCE! THE LIVING CALL FOR JUSTICE!
THEY WANT AN END TO THAT MASS-KILLER!!
POW!
THE YEARS CANNOT STOP THIS MADMAN!! HE RETURNS AGAIN AND AGAIN!
IT'S USELESS, YOU DOG!! YOU'LL NEVER REACH HIM!
CRASH!
HE'S TOO CLEVER--! TOO POWERFUL!
PROPAGANDA WON'T STOP ME WHEN FLAME AND STEEL HAVE FAILED!
I'VE COME BACK FOR YOU, RED SKULL!!
THEN PASS THROUGH THE DOOR OF DEATH AND TAKE ME IF YOU CAN! I'VE GROWN IN STRENGTH AND NUMBER!
I'LL FACE YOU ON ANY TERMS!
WAM!
BLAM!
WOMP!
YOU'VE GOT TO PAY FOR YOUR HIDEOUS CRIMES AGAINST HUMANITY!

AND, THOUGH YOU BURN AND BLAST ME WITH ALL THE POWER AT YOUR COMMAND, I'LL BRING YOU TO THE HANGMAN'S ROPE!!
I'LL STILL THE VOICES OF YOUR BLOOD-STAINED VICTIMS!
HOLLOW WORDS!! VAIN HOPE! I REMAIN BEYOND YOUR REACH!
TZAM!
SEE THE SMOKE THICKEN--! THE FLAMES GROW HOTTER!! YOU'LL TURN BACK OR DIE HERE, WITH YOUR LOFTY DREAM OF JUSTICE!
THEN I CHOOSE TO DIE IF I MUST!! WHERE ARE YOU!!? WHERE ARE YOU!!?
ALWAYS NEARBY, OLD FOE!!
BAM!
BUT, FOREVER ELUSIVE--! FOREVER CAPABLE OF STRIKING AT YOU FROM ANY DIRECTION!!
POW!
WE'RE NOT ORDINARY ENEMIES, YOU AND I! OUR BATTLE IS AN IMMORTAL CLASSIC!

YOU AND I TRANSCEND HOLOCAUST AND HORROR!! WE ARE GLADIATORS IN AN ETERNAL ARENA!! "PARTNERS IN TIME!!" HA HA HA HA!!
THAT'S WHY YOU CAN'T FINISH ME OFF!! THIS BATTLE CAN NEVER END!! YOUR SEARCH FOR JUSTICE IS A LOST CAUSE!
LIAR! MURDERER!
I'LL DESTROY YOU, RED SKULL!
HEY! HOLD IT DOWN, STEVE!! COME OUT OF THAT NIGHTMARE BEFORE YOU COLLAPSE A PERFECTLY GOOD HOSPITAL BED!
I'LL DESTROY YOU, RED SKULL!
IF THERE'S NO OTHER WAY TO BRING YOU IN, I'M READY TO DELIVER YOUR CORPSE TO THE CONSCIENCE OF MAN!

THAT'S IT! WAKE UP, CHUM! THE RED SKULL'S GONE, AND ALL'S RIGHT WITH THE WORLD-- AT LEAST, FOR THE TIME BEING.
SAM! SAM WILSON!! YOU FLAKY-FEATHERED FALCON!! SORRY I GAVE YOU SUCH A ROUGH TIME!
NO ROUGHER THAN IT WAS ON YOURSELF. YOU'VE HAD A BAD EXPERIENCE WITH THE RED SKULL AND FILE 116! ALTHOUGH THE CASE IS CLOSED, IT'S LEFT YOU WITH SOME SAD SOUVENIRS.
THE NIGHTMARES AND THIS BLIND CONDITION ARE BOTH TEMPORARY. HOW DID YOU MAKE OUT, SAM?
WHY, I FLEW INTO A NIGHTMARE OF MY OWN! ONLY THIS THING WAS ALIVE AND THIRTY FEET TALL! THEY DIDN'T CALL FILE 116 THE MONSTER FILE WITHOUT REASON.
I UNDERSTAND THAT A SHIELD TEAM YANKED YOU FROM A NASTY FRACAS!
THAT'S NO LIE!! BUT THE HASSLE HARDLY GOT STARTED BEFORE THAT THING WAS TOTALLED BY HEAVY FIRE. IT SEEMS I'D WANDERED INTO WHAT SHIELD HAD LISTED AS A SUSPECTED AREA...
LUCKILY FOR YOU, THEY SUSPECTED RIGHT!
YOUR FEMALE FANS ARE CLAMORING FOR VISITOR'S PASSES, CAP, BUT SHIELD MEDICS ARE NOTORIOUSLY UP-TIGHT ABOUT IMPORTANT PATIENTS. I'M THE FIRST TO GET THROUGH TO SEE YOU.
SHARON, LEILA, DONNA MARIA--! THIS HASN'T BEEN EASY ON ANY OF THEM, HAS IT?
I DO SUPPOSE THEY'D BE HAPPIER IN THE COMPANY OF BASEBALL PLAYERS! LOSING A SERIES IS THE WORST THAT COULD HAPPEN!
YEAH! IN OUR WORK, LOSING ONE'S LIFE IS ALWAYS AROUND THE CORNER.


AT THAT MOMENT, THE DOOR OF STEVE ROGERS' ROOM BURSTS OPEN...
WE'VE BROUGHT YOU A ROOMMATE, STEVE!! LIKE YOURSELF, HE'S A GENUINE V.I.P.!
AND SHORT ON BORING CONVERSATION.
HE SEEMS TO BE SHORT ON ANY CONVERSATION...
WELL, THIS CAN'T BE NICK FURY! HE'D BE RATTLING OFF A WAR STORY WHILE FULLY ANESTHETIZED!


WHO IS HE? WHAT HAPPENED TO HIM?
THOSE TWO QUESTIONS ARE OFF-LIMITS, STEVE. SORRY. NICK FURY'S ORDERS.

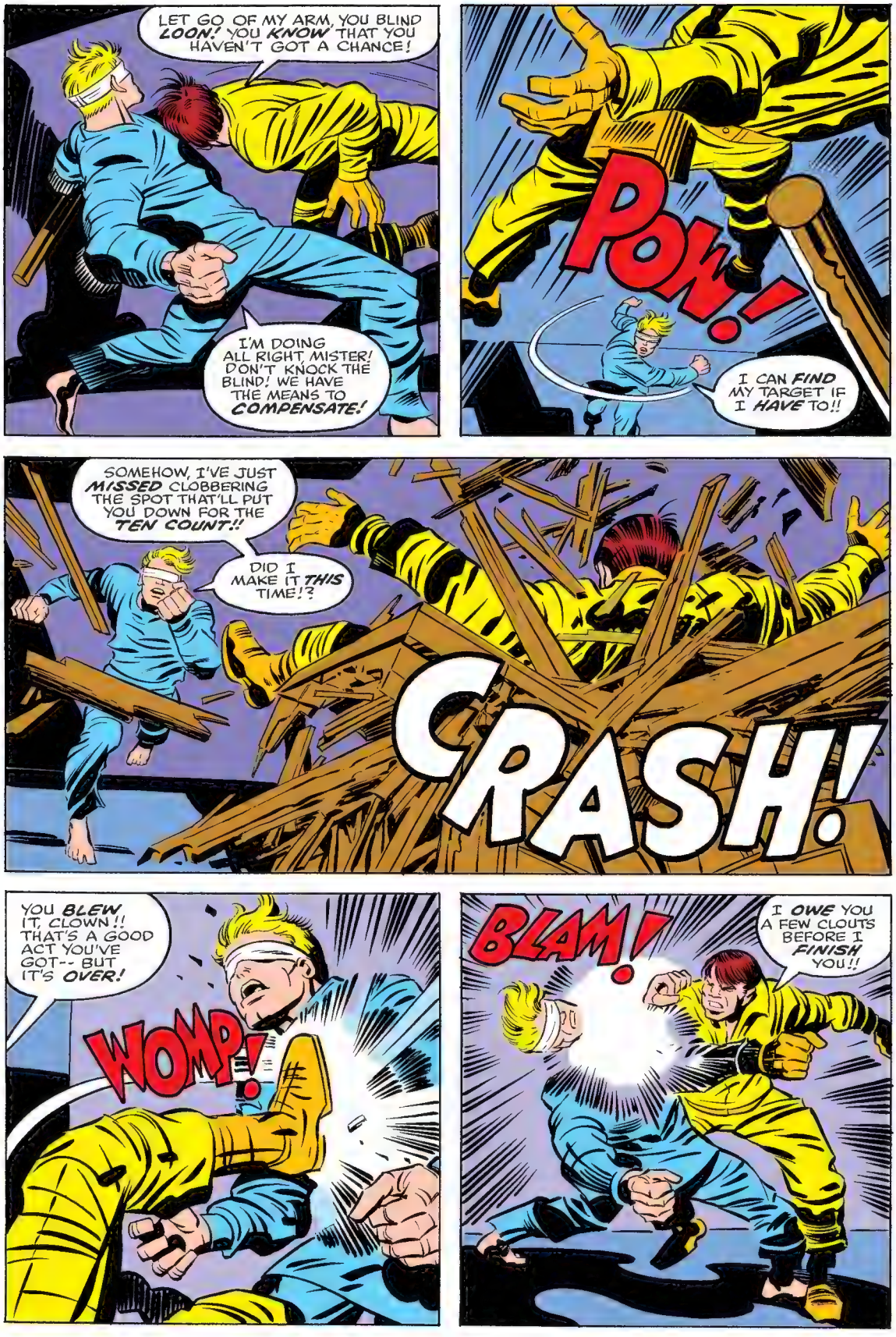
SO, HE'S CLASSIFIED MATERIAL, EH? LIKE "OLE MAN RIVER", HE MUST KNOW SOMETHIN', BUT DON'T SAY NUTHIN'!
I CAN TELL YOU THIS-- WE CALL HIM "THE DEFECTOR" --AND THIS ROOM IS HEAVILY GUARDED.
WE'LL SURE MAKE A GREAT PAIR!!

THE ROOM'S FILLING UP! I'D BETTER SPLIT, PAL. I'LL GIVE THE GIRLS THE GOOD WORD AND DROP IN ON YOU AS SOON AS I CAN!
GOOD DEAL, SAM! TELL SHARON NOT TO WORRY ABOUT MY SIGHT. I'M GETTING POSITIVE REPORTS EACH DAY.

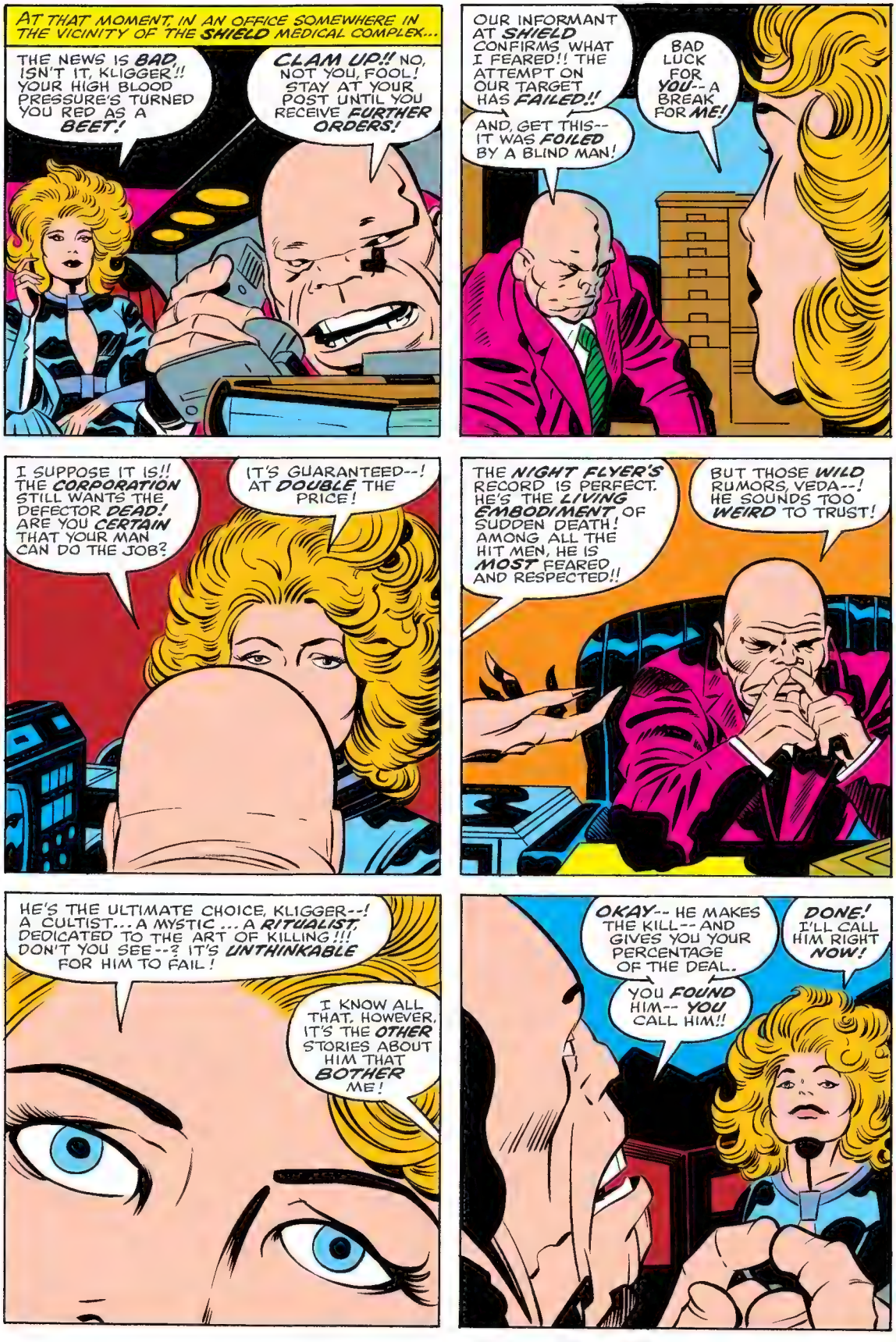
OH--I LOVED YOUR "OLE MAN RIVER" NUMBER, COMEDIAN! CALL ME IF YOU GET TO "SWANEE RIVER"! I'LL PACK A .38!
TAKE OFF, MISTER! IT'S NOT CRICKET TO SHOOT A SICK MAN!

LATER, THAT NIGHT, STEVE IS AWAKENED BY A RUSTLING AT THE DOOR. HE HEARS IT OPENING, AND THE SOUND OF SOMEONE ENTERING THE ROOM...
IT MUST BE ONE OF THE GUARDS LOOKING IN ON THE DEFECTOR!
HEY, FELLA! MAKE A LITTLE LESS NOISE, WILL YOU? I'M TRYING TO GET SOME SLEEP!
SHUT UP! OR YOU'LL GET WHAT HE'S GETTING!
CAP QUICKLY GAUGES THE DIRECTION OF THE INTRUDER'S VOICE AND LEAPS FROM HIS BED...
THAT SOUNDED LIKE A THREAT, MISTER!!
YOU'VE MADE A BAD MOVE, BLIND MAN! I'LL HAVE TO TAKE CARE OF YOU FIRST!
THE ASSAILANT SWINGS WILDLY AT STEVE WITH A STEEL BAR, BUT NARROWLY MISSES HIS TARGET!
GUARDS! GUARDS!
THEY WON'T HEAR YOU! THEY WON'T HEAR ANYBODY! I SAW TO THAT!
YOU'RE A SLEEPER AGENT..! PLANTED INSIDE SHIELD FOR AN ACT OF SABOTAGE!
WRONG, DUMMY!! I'M HERE TO MAKE A HIT! BUT I CAN MAKE TWO FOR THE PRICE OF ONE!

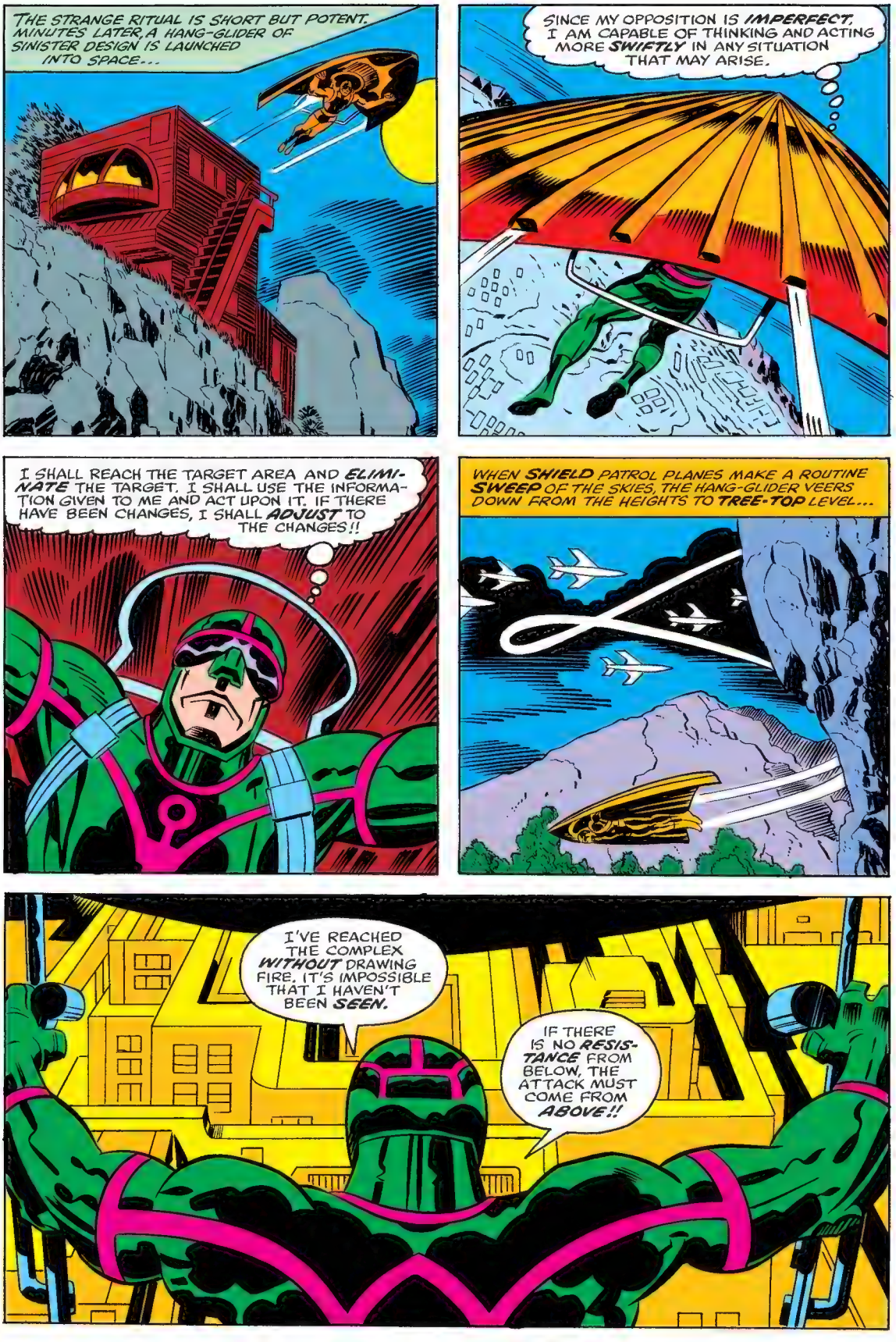
KRAK!
MY HEAD--! UGHHH!
IF YOU'D KEPT TO YOUR BED INSTEAD OF GETTING IN MY WAY--I'D HAVE LET YOU LIVE!! BUT, NOW--
--YOU'RE GOING TO GET THE SAME STEEL MASSAGE THAT'S BEEN ORDERED FOR THE DEFECTOR!
JUST LIE THERE AND WAIT YOUR TURN!!
BIG MONEY RATES TOP PRIORITY! WHOEVER THAT BASKET CASE IS, HIS CRUSHED HEAD WILL EARN ME ENOUGH TO RETIRE FROM THIS BUSINESS!!
IS THAT SO?
ONCE AGAIN, CAP'S HEIGHTENED SENSE OF HEARING LEADS HIM TO HIS FOE...
W-WHY, YOU CRAZY--!
YOUR JOB'S NOT OVER YET, MISTER--! NOT WHILE I'M STILL ALIVE!
DROP THAT WEAPON!! IF YOU DON'T, I'LL TWIST YOUR ARM FROM ITS SOCKET!!
OWW! I'LL-- BRAIN-- YOU--FOR-- THIS!


LET GO OF MY ARM, YOU BLIND LOON! YOU KNOW THAT YOU HAVEN'T GOT A CHANCE!
I'M DOING ALL RIGHT, MISTER! DON'T KNOCK THE BLIND! WE HAVE THE MEANS TO COMPENSATE!
POW!
I CAN FIND MY TARGET IF I HAVE TO!!
SOMEHOW, I'VE JUST MISSED CLOBBERING THE SPOT THAT'LL PUT YOU DOWN FOR THE TEN COUNT!!
DID I MAKE IT THIS TIME!?
CRASH!
YOU BLEW IT, CLOWN!! THAT'S A GOOD ACT YOU'VE GOT-- BUT IT'S OVER!
WOMP!
BLAM!
I OWE YOU A FEW CLOUTS BEFORE I FINISH YOU!!

KRAK!
THAT'S FOR SPOILING MY HIT!
WAK!
THAT ONE IS FOR TWISTING MY ARM!
WAM!
AND NOW--!
SUDDENLY, CAP LASHES OUT WITH ALL HIS STRENGTH!!!
BARRAM!
HIS ATTACKER IS SENT FLYING ACROSS THE ROOM AND THROUGH A WINDOW!
KARRASH!
THEN...
STEVE! SOMEONE BROKE IN HERE! WHAT HAPPENED!?
THAT BUSTED WINDOW IS THE ANSWER! THAT WAS HIS EXIT!
SHIELD'S GOT A PROBLEM, MEN! THE DEFECTOR IS NUMBER ONE ON SOMEBODY'S HIT LIST!
WE'VE GOT TO TIGHTEN SECURITY! AND I'D ALSO ADVISE ISSUING A STANDBY ALERT TO THE FALCON!

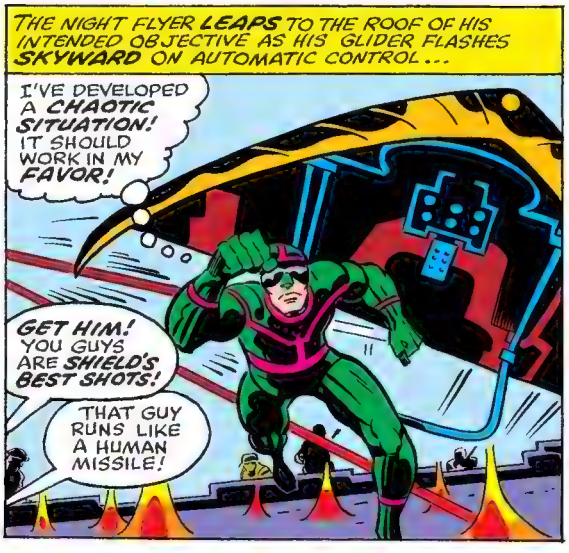

AT THAT MOMENT, IN AN OFFICE SOMEWHERE IN THE VICINITY OF THE SHIELD MEDICAL COMPLEX...
THE NEWS IS BAD, ISN'T IT, KLIGGER!! YOUR HIGH BLOOD PRESSURE'S TURNED YOU RED AS A BEET!
CLAM UP!! NO, NOT YOU, FOOL! STAY AT YOUR POST UNTIL YOU RECEIVE FURTHER ORDERS!
OUR INFORMANT AT SHIELD CONFIRMS WHAT I FEARED!! THE ATTEMPT ON OUR TARGET HAS FAILED!!
AND, GET THIS-- IT WAS FOILED BY A BLIND MAN!
BAD LUCK FOR YOU-- A BREAK FOR ME!
I SUPPOSE IT IS!! THE CORPORATION STILL WANTS THE DEFECTOR DEAD! ARE YOU CERTAIN THAT YOUR MAN CAN DO THE JOB?
IT'S GUARANTEED--! AT DOUBLE THE PRICE!
THE NIGHT FLYER'S RECORD IS PERFECT. HE'S THE LIVING EMBODIMENT OF SUDDEN DEATH! AMONG ALL THE HIT MEN, HE IS MOST FEARED AND RESPECTED!!
BUT THOSE WILD RUMORS, VEDA--! HE SOUNDS TOO WEIRD TO TRUST!
HE'S THE ULTIMATE CHOICE, KLIGGER--! A CULTIST... A MYSTIC ... A RITUALIST, DEDICATED TO THE ART OF KILLING!!! DON'T YOU SEE--? IT'S UNTHINKABLE FOR HIM TO FAIL!
I KNOW ALL THAT. HOWEVER, IT'S THE OTHER STORIES ABOUT HIM THAT BOTHER ME!
OKAY-- HE MAKES THE KILL-- AND GIVES YOU YOUR PERCENTAGE OF THE DEAL.
YOU FOUND HIM-- YOU CALL HIM!!
DONE! I'LL CALL HIM RIGHT NOW!

SOON AFTER...
THIS IS VEDA. OUR TERMS HAVE BEEN ACCEPTED. THE WORD IS GO!
HUH! I-IT'S LIKE MAKING A PACT WITH SOMETHING... UNHOLY!
THE INSTRUCTIONS ARE SHORT... PRECISE. THERE IS A CLICK AT THE OTHER END OF THE LINE AS THE NIGHT FLYER CLOSES THE CONVERSATION...
THEN, HE REACHES FOR ANOTHER INSTRUMENT OF COMMUNICATION, NEVER INVENTED BY ALEXANDER GRAHAM BELL. IT IS FOR THE USE OF ONE MAN ALONE. THROUGH IT THE VOICE OF DEATH IS HEARD BY HIS TRUSTED MESSENGER...
DO YOU LIVE, ACT AND WORSHIP PERFECTION?
I AM PERFECT IN MY DEALING WITH LIFE AND DEATH!
IT IS IMPOSSIBLE TO DEFY PERFECTION! IT IS IMPOSSIBLE TO DEFEAT PERFECTION! I CAN'T BE STOPPED! I AM THE PERFECT MAN!
IS PERFECTION THE POWER OVER LIFE AND DEATH?
MINE IS THE POWER OVER LIFE AND DEATH!
THEN, ALL THAT LIVES IS SUBJECT TO THE POWER OF YOUR PERFECTION!


THE STRANGE RITUAL IS SHORT BUT POTENT. MINUTES LATER, A HANG-GLIDER OF SINISTER DESIGN IS LAUNCHED INTO SPACE...
SINCE MY OPPOSITION IS IMPERFECT, I AM CAPABLE OF THINKING AND ACTING MORE SWIFTLY IN ANY SITUATION THAT MAY ARISE.
I SHALL REACH THE TARGET AREA AND ELIMINATE THE TARGET. I SHALL USE THE INFORMATION GIVEN TO ME AND ACT UPON IT. IF THERE HAVE BEEN CHANGES, I SHALL ADJUST TO THE CHANGES!!
WHEN SHIELD PATROL PLANES MAKE A ROUTINE SWEEP OF THE SKIES, THE HANG-GLIDER VEERS DOWN FROM THE HEIGHTS TO TREE-TOP LEVEL...
I'VE REACHED THE COMPLEX WITHOUT DRAWING FIRE. IT'S IMPOSSIBLE THAT I HAVEN'T BEEN SEEN.
IF THERE IS NO RESISTANCE FROM BELOW, THE ATTACK MUST COME FROM ABOVE!!

SUDDENLY...
HI, FELLA! I'M THE WELCOME-BIRD! JUST EASE DOWN THIS KITE BEFORE I STOMP A HOLE THROUGH IT!
YOUR TIMING IS IM-PERFECT!
KLOP!
BUT IT COULDN'T POSSIBLY UPSET... MINE!
THE ATTACK IS UNEXPECTEDLY SWIFT! MOMENTARILY STUNNED, THE FALCON IS JOLTED FROM THE ROOF OF THE HANG-GLIDER...
HE'S A UNIQUE TYPE, BUT HARDLY A THREAT!!
THAT NUT ALMOST RUINED MY DENTAL WORK!
RECOVERING FROM THE BLOW, THE FALCON GIVES HOT PURSUIT...
HE CAN'T BE RATIONAL! HE MUST KNOW THAT SHIELD IS ALERT AND WAITING FOR HIM!
YET HE'S GLIDING RIGHT INTO THE TRAP! IF I GET TO HIM FIRST, I'LL PUSH HIS HELMET INTO HIS SKULL!

AT THAT MOMENT, SHIELD'S DEFENSES OPEN UP ON THE INTRUDER...
POW! POW!
WHAM!
POW!
HEY! LOOK OUT, MAN!
SORRY, FALCON!
I CAN'T GET A BEAD ON HIM!
THE GLIDER IS ARMORED! IT RESISTS HEAVY FIRE!!
HE'S GOING TO LAND! FOLLOW HIM DOWN!
THAT BIRD IS A DEATH FREAK! HE KNOWS WE'LL NAIL HIM!

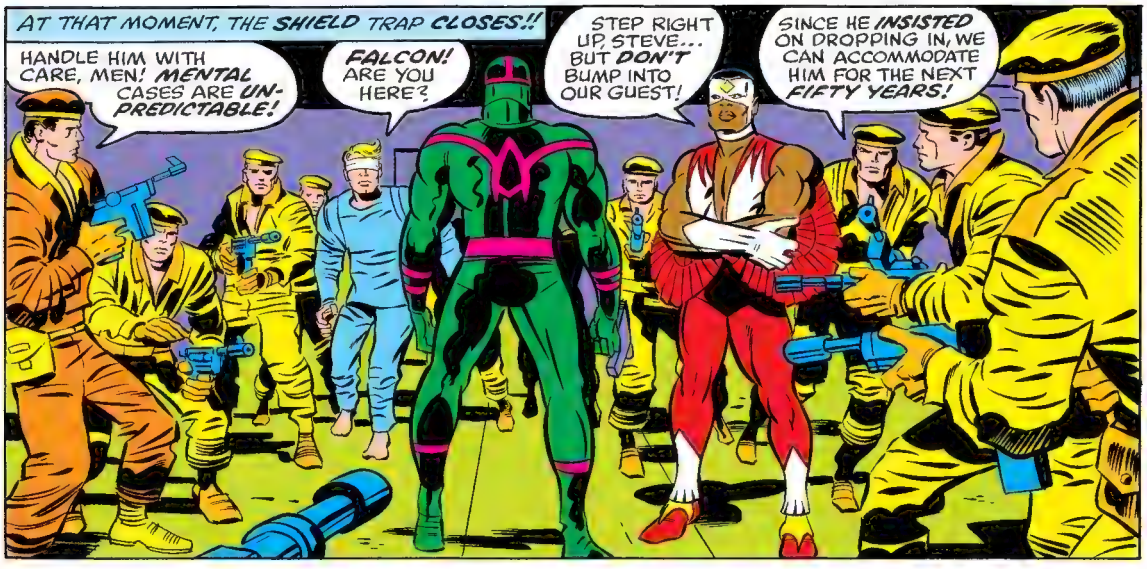

THE NIGHT FLYER LEAPS TO THE ROOF OF HIS INTENDED OBJECTIVE AS HIS GLIDER FLASHES SKYWARD ON AUTOMATIC CONTROL...
I'VE DEVELOPED A CHAOTIC SITUATION! IT SHOULD WORK IN MY FAVOR!
GET HIM! YOU GUYS ARE SHIELD'S BEST SHOTS!
THAT GUY RUNS LIKE A HUMAN MISSILE!

IT RISES ABOVE THE DIN OF GUNFIRE TO ORBIT THE AREA UNTIL IT IS RECALLED BY AN ELECTRONIC SIGNAL...

I'M STILL IN THIS EEL-HUNT, MISTER! I'LL GET YOU!
FOLLOW ME INTO THIS CORNER AND YOU'LL CRACK UP!

BESIDES, I'M WITHIN SIGHT OF MY GOAL! YOU CAN'T STOP ME!
IF YOU GO INTO THAT BUILDING YOU'LL NEVER COME OUT, BABY!

THE NIGHT FLYER IS INDIFFERENT TO THE THOUGHT OF THE ODDS AGAINST HIM. HE UNHESITATINGLY SWINGS INTO THE ROOM HE SEEKS...
I'M RIGHT BEHIND YOU, MAN!
BEAUTIFUL! YOU SHOULD BE MOVING AT MAXIMUM SPEED--
--IN DIRECT LINE WITH THE STRONGEST PIECE OF FURNITURE IN THIS ROOM!!
CRASH!
SWISH!
YOU CALCULATING DEVIL! YOU'VE MEMORIZED THE LAYOUT HERE!
FROM VERY DETAILED PLANS! AND, NOW--!
IN A FLAWLESS, SERPENTINE MOVEMENT, THE NIGHT FLYER DRAWS A WEAPON FROM HIS BELT AND FIRES FIVE QUICK, SUCCESSIVE SHOTS!!!
BAM! BAM! BAM! BAM! BAM!
RAH! RAH! RAH! YOU TOUCHED ALL THE BASES, HOTSHOT--! BUT YOU DIDN'T WIN THE BALL GAME!
IT WAS TABLED BEFORE YOU GOT HERE!
THEN--THAT THING IN THE HOSPITAL BED IS REALLY A DUMMY!!
I SUSPECTED AS MUCH...BUT I HAD TO SHOOT FIRST AND VERIFY IT AFTERWARD!
OH, KNOCK IT OFF! YOU CAME, YOU GOOFED, AND NOW YOU'RE CONQUERED!


AT THAT MOMENT, THE SHIELD TRAP CLOSES!!
HANDLE HIM WITH CARE, MEN! MENTAL CASES ARE UNPREDICTABLE!
FALCON! ARE YOU HERE?
STEP RIGHT UP, STEVE... BUT DON'T BUMP INTO OUR GUEST!
SINCE HE INSISTED ON DROPPING IN, WE CAN ACCOMMODATE HIM FOR THE NEXT FIFTY YEARS!

WHY DID YOU DO IT, MISTER? YOU MUST HAVE KNOWN THAT THE DEFECTOR WOULD BE MOVED AFTER THE FIRST ATTEMPT ON HIS LIFE!!
I KNOW IT NOW! THE PERFECT MAN LEAVES NOTHING TO CHANCE!!

I'LL TAKE THAT WEAPON, "MISTER PERFECT"! THE BOYS WILL INFORM YOU OF YOUR RIGHTS AS THEY LEAD YOU OUT!!
YOU MAY HAVE THE GUN, BUT THIS CHANGES NOTHING!

MAN, IF NERVE WAS PASTRY, HE'D BE A WHOLE BIRTHDAY CAKE!!
THIS BUZZARD HAS AN INFORMANT HERE, STEVE. HE KNEW EVERY CORNER OF THIS ROOM.
SHIELD WILL QUESTION HIM!

CAN HE REALLY DO IT??? CAN ONE MAN DEFY AN ARMED CAMP-- AND TAKE IT???

NEXT--

UNBELIEVABLE ACTION IN--

"PERFECT-POWER!"

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CAPTAIN AMERICA AND THE FALCON
TM
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YOUR PARTNER CAN'T HELP YOU, BLIND MAN!
NOW THAT I'VE GOT THE POWER-- NO ONE CAN!
ASSAULT OF THE NIGHT FLYER!

1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation*...to awaken in the *mid-1960's*, a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

EDITED, WRITTEN AND DRAWN BY **JACK KIRBY** • LETTERS N' INKS BY **ROYER** • COLORING BY **SAM KATO** • BIRD-DOGGING BY **ARCHIE GOODWIN**

THE **NIGHT FLYER** IS **MORE** THAN A DARING ZEALOT! HE IS THE ULTIMATE **HIT-MAN**-- AN OPEN CHALLENGE TO **SHIELD** AND ITS TWO PRIZE **SUPER-GUESTS!** THE ODDS AGAINST THE INTRUDER ARE OVER-WHELMING... BUT HE **HASN'T** YET USED... **THE**

POWER

STAY OUT OF THIS, STEVE--! THAT KOOK IS UN-PREDICT-ABLE!
THANKS FOR YOUR CONCERN, BUT MY TEMPORARY BLINDNESS WON'T HANDI-CAP ME!
OUR PRISONER IS UP TO SOMETHING, FALCON! WHAT IS IT?
CAN'T TELL!
LOOKS LIKE HE'S PRAYING --OR IN DEEP MEDITATION!
WE'VE READ HIM HIS RIGHTS!
LET'S TAKE HIM IN!

WITHIN THE **MEDICAL** COMPLEX ADMINISTERED BY **SHIELD**, AN **UNUSUAL** CONFRONTATION SUDDENLY ENDS IN AN **UNEXPECTED** BURST OF VOLATILE ENERGY...

HE'S GENERATING A HIGH-VOLTAGE SHOCK FORCE!

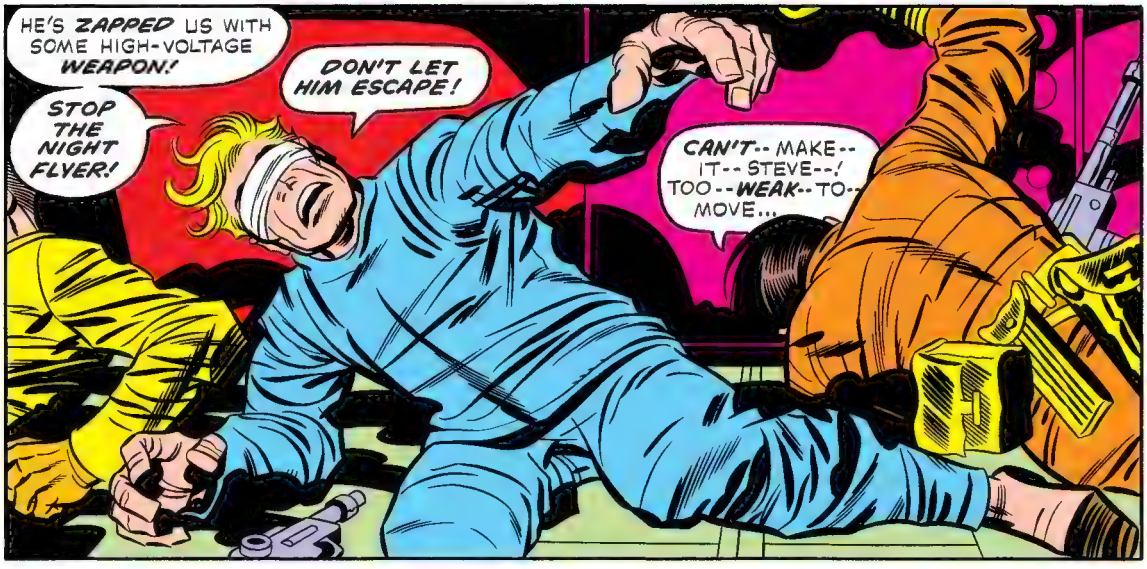
THAT BLAST IS **STRONG** ENOUGH TO SEND US **OFF** THE **RICHTER SCALE!!**

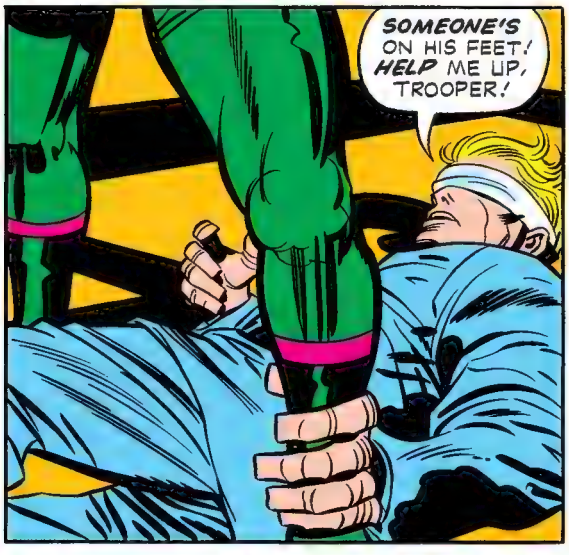
GUARDS AND WEAPONS ARE **USELESS** AGAINST--THE **POWER!**

FZAAKK!!

C-CAN'T BREATHE!! MY CHEST FEELS LIKE IT'S BEEN **FLATTENED** BY A SLEDGE-HAMMER!

PROTECT YOURSELVES! TRY TO HOLD ON TO YOUR WEAPONS!


HE'S ZAPPED US WITH SOME HIGH-VOLTAGE WEAPON!
DON'T LET HIM ESCAPE!
STOP THE NIGHT FLYER!
CAN'T-- MAKE-- IT-- STEVE--! TOO--WEAK--TO-- MOVE...


SOMEONE'S ON HIS FEET! HELP ME UP, TROOPER!

I SAID HELP ME TO...
WAIT! YOU'RE NOT--!
THAT'S CORRECT, BLIND MAN...
I'M THE ONE YOU SO FOOLISHLY THOUGHT WAS YOUR CAPTIVE!

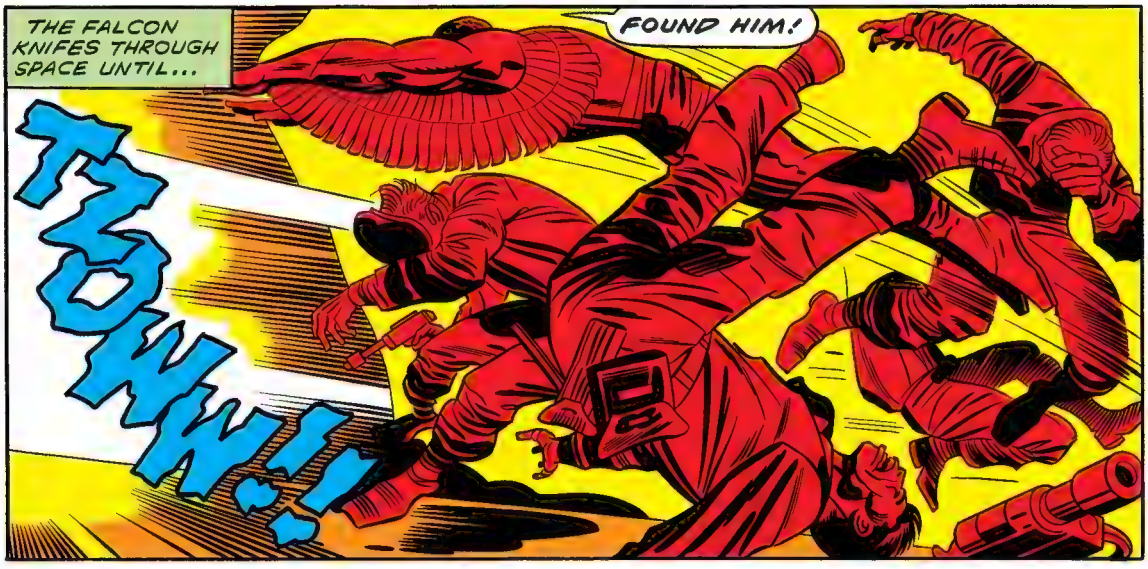
IT SHOULD NOW BE OBVIOUS THAT THE NIGHT FLYER IS ABOVE YOUR PETTY CONCEPTIONS OF THE CRIMINAL MIND!
DWELL ON THAT IN THE LITTLE TIME LEFT TO YOU!
YOU ARROGANT EGOTIST! YOU'RE TAKING ON THIS ENTIRE SHIELD COMPLEX!

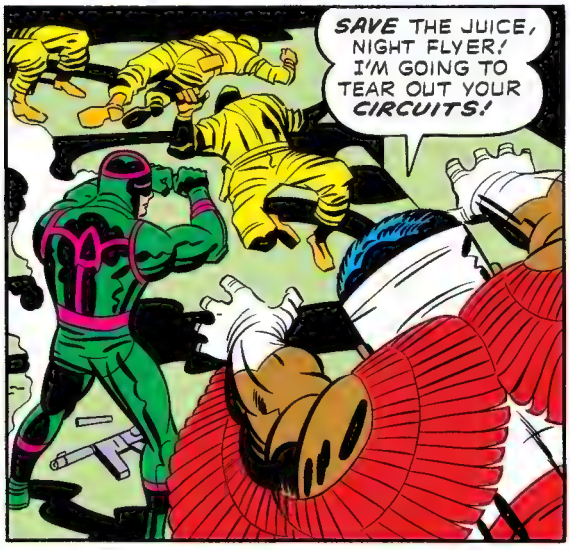
THEY'LL NEVER LET YOU REACH YOUR TARGET! DON'T YOU UNDERSTAND!?
I'LL KILL THE DEFECTOR! BUT FIRST--!

BAAM!
NO! NO!
MY COMPLIMENTS ON YOUR SUPERB REFLEXES! BUT I'VE LITTLE TIME TO WASTE ON ANOTHER SHOT!
I'VE BEEN PAID TO LOCATE AND KILL THE DEFECTOR! HIS FATE WILL BE DEFINITE AND FINAL!
THIS WAY, MEN! THERE'S SOMETHING WRONG IN SECTION "D"!
I MUST ELIMINATE ALL IMMEDIATE OPPOSITION, IF I'M TO MAKE A RAPID LINK-UP WITH MY CONTACT HERE!
THE NIGHT FLYER'S NEXT MOVE IS SO SWIFT AND ACCURATE THAT DEATH CLAIMS ITS TARGETS WITH COMPLETE SURPRISE!
BAM BAM BAM BAM BAM!
LOOK OUT! AAAA!
POK POK POK POK

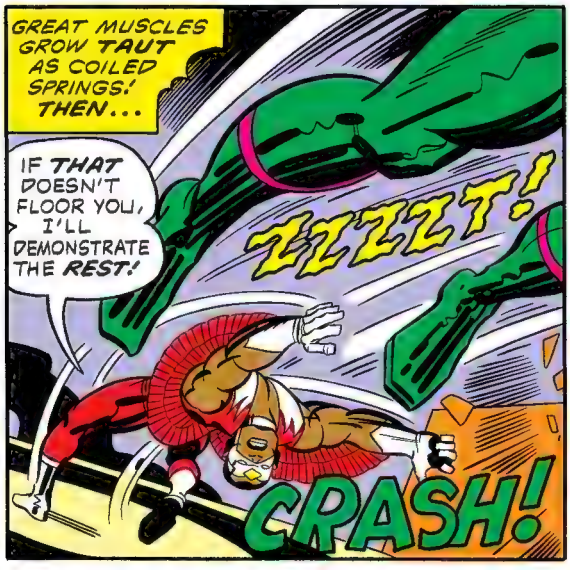
BUT THE AMBUSH DOES NOT GO UNDETECTED...
I'VE GOT A FIX ON THE NIGHT FLYER! HE'S TAKEN OUT A PATROL IN SECTION "D"!
THAT BREAKS THE COOKIE JAR! HIT THE GENERAL ALARM BUTTON!
THE NEXT MOMENT...
AARROOOO! AARROOOO! AARROOO!
THE DIN OF PANIC SPREADS THROUGHOUT THE COMPLEX AS THE VICTIMS OF NIGHT FLYER'S ELECTRO-BLAST FEEL STRENGTH RETURN TO THEIR RIGID LIMBS...
I-I CAN MOVE AT LAST! ARE YOU MAKING IT, FALCON?
LIKE A DEEP SEA DIVER AT THE BOTTOM OF A BOWL OF TAPIOCA PUDDING!
LISTEN! IT'S THE GENERAL ALARM! THE NIGHT FLYER'S RUNNING FREE!!
AARROOOOO
THAT SOUPED-UP CAT'S GOING TO GIVE US A HARD NIGHT!
ON YOUR FEET, GUYS!
THEN...
STEVE! I HEARD A SHOT, BUT-- I COULDN'T HELP!
I'LL LIVE, FALCON! GET ON WITH THE JOB! GET THE NIGHT FLYER!
RETRIEVE YOUR WEAPONS, MEN!

DON'T WASTE TIME ON ME! HIS SHOT JUST ADDED INSULT TO INJURY! IT WAS CLOSE TO MY EYES!
LET ME CHECK! YOU'VE BEEN BADLY SINGED, MAN!
YEAH... WELL, POWDER BURNS AREN'T AS NEAT AS BULLET PUNCTURES, BUT AT LEAST YOU CAN LIVE TO BEEF ABOUT THEM!
I DON'T LIKE THAT NIGHT FLYER, STEVE! I DON'T LIKE A WEIRD CAT WHO KILLS LIKE A COLD, INDIFFERENT MACHINE!
LUCKILY, WE ESCAPED THAT MACHINE! BUT IT WILL KEEP KILLING IF YOU DON'T STOP IT!
GET GOING! I'LL CATCH UP WITH YOU, IF I CAN!
YOU STAY GLUED HERE, UNTIL THE MEDICS SHOW UP! GET ME!?
STAY PUT!
TIME TO SPLIT, HEROES! SHAKE THE LEAD OUT AND TEAR UP THE PLACE UNTIL YOU'VE FOUND OUR BOY!
THAT KIND OF RATTLER GIVES ONE LITTLE CHOICE!
WHEN YOU SPOT HIM -- SHOOT TO KILL!
SOON AFTER...
SPREAD OUT -- AND WATCH FOR SURPRISES!
I CAN STILL FEEL THE SPARKS OF THAT FIRST ONE!
STAY WITH IT, MEN! A FAST SWEEP OF THIS CORRIDOR MAY GET SOME RESULTS!
LAND ON HIM HARD IF YOU COLLAR HIM!

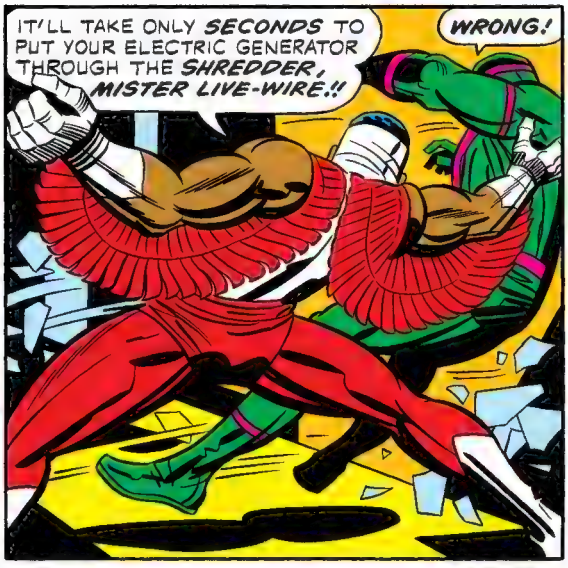

THE FALCON KNIFES THROUGH SPACE UNTIL...
FOUND HIM!
TZOWW!!

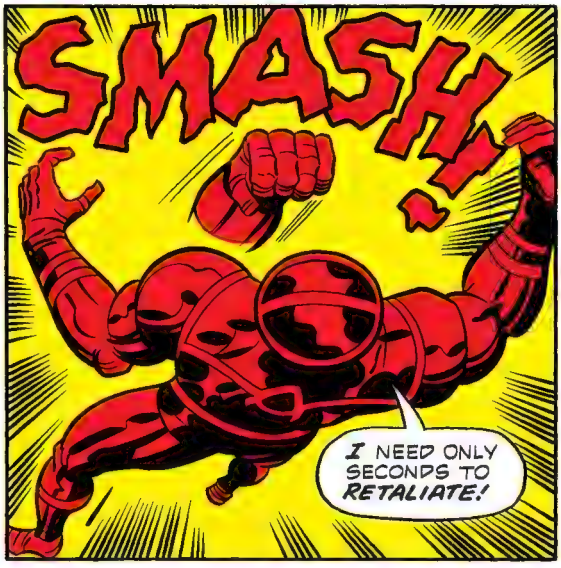

SAVE THE JUICE, NIGHT FLYER! I'M GOING TO TEAR OUT YOUR CIRCUITS!

IN A CLASH THAT RESOUNDS THROUGH THE CORRIDOR, THE TWO COMBATANTS COLLIDE IN FIERCE BATTLE...
WE'LL SEE IF YOUR TALENTS ARE EQUAL TO YOUR AMBITION!
I'VE GOT SAMPLES! JUST HANG ON!


GREAT MUSCLES GROW TAUT AS COILED SPRINGS! THEN...
IF THAT DOESN'T FLOOR YOU, I'LL DEMONSTRATE THE REST!
ZZZT!
CRASH!

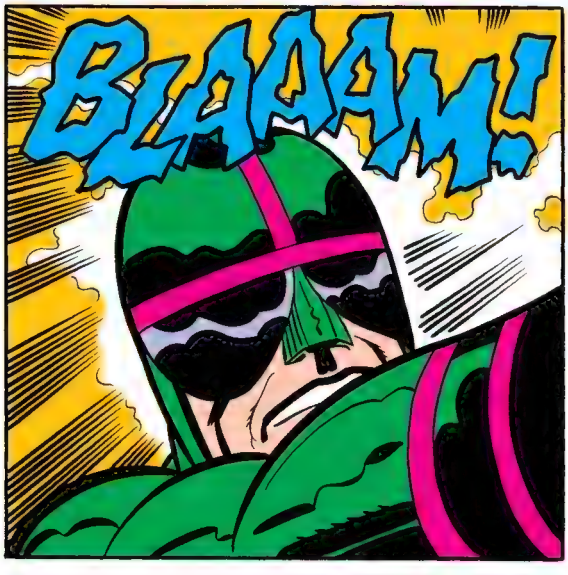
BUT DON'T BOTHER THINKING IT OVER, MISTER! YOU WON'T HAVE TIME! I'LL MAKE CERTAIN OF THAT!

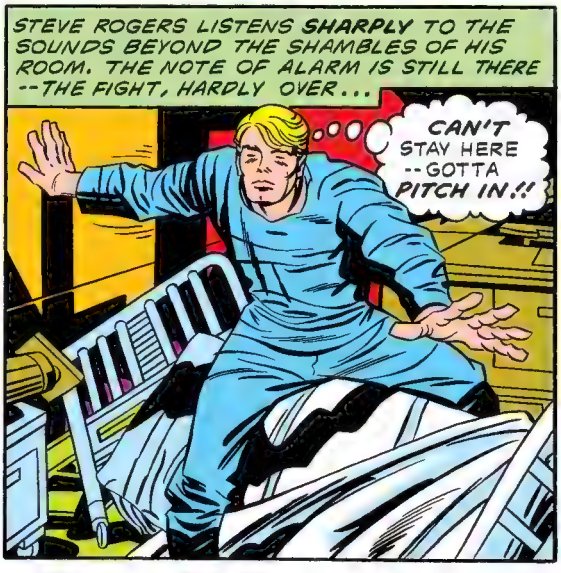

IT'LL TAKE ONLY SECONDS TO PUT YOUR ELECTRIC GENERATOR THROUGH THE SHREDDER, MISTER LIVE-WIRE!!
WRONG!

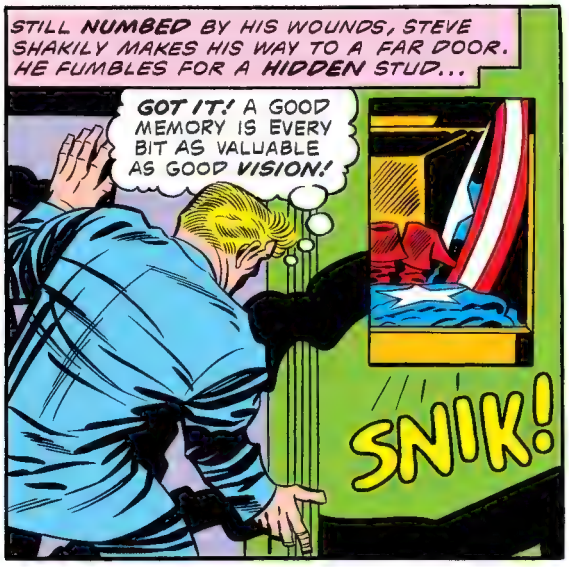

SMASH!
I NEED ONLY SECONDS TO RETALIATE!

DESPITE A FIERCE POUNDING, THE NIGHT FLYER DEFIES THE FALCON'S LETHAL FISTS.
STAY DOWN! STAY DOWN!
KRAK!
POW!
KRAK!
KRAK!

SUDDENLY...
YOU LOSE, BLACKBIRD!
MANIAC!!


BLAAAM!

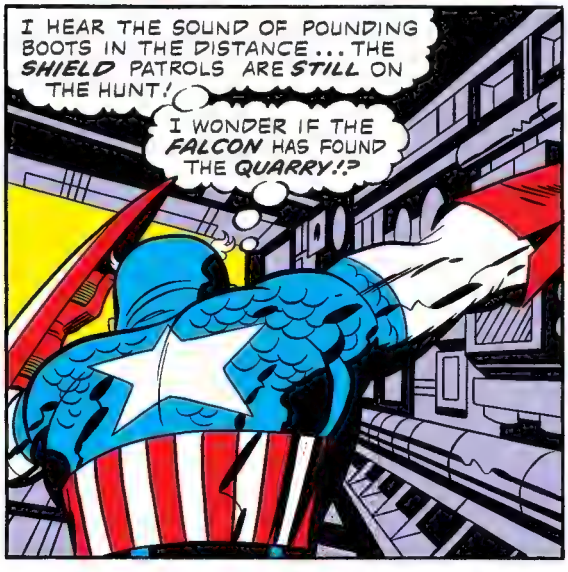

STEVE ROGERS LISTENS SHARPLY TO THE SOUNDS BEYOND THE SHAMBLES OF HIS ROOM. THE NOTE OF ALARM IS STILL THERE --THE FIGHT, HARDLY OVER...
CAN'T STAY HERE --GOTTA PITCH IN!!


STILL NUMBED BY HIS WOUNDS, STEVE SHAKILY MAKES HIS WAY TO A FAR DOOR. HE FUMBLES FOR A HIDDEN STUD...
GOT IT! A GOOD MEMORY IS EVERY BIT AS VALUABLE AS GOOD VISION!
SNIK!

AND THIS COSTUME WILL PROJECT A STRONGER IMAGE THAN MY HOSPITAL THREADS! THERE'S NOTHING LIKE A LITTLE PSYCHOLOGY TO HELP A MAN WHO NEEDS ALL THE ODDS HE CAN SCRAPE TOGETHER!

BECOMING CAPTAIN AMERICA CERTAINLY WON'T HURT MY MORALE! THE MERE ACT OF SUITING UP IS ALREADY PUTTING MORE BOUNCE INTO MY SPIRIT THAN IT'S HAD IN WEEKS!

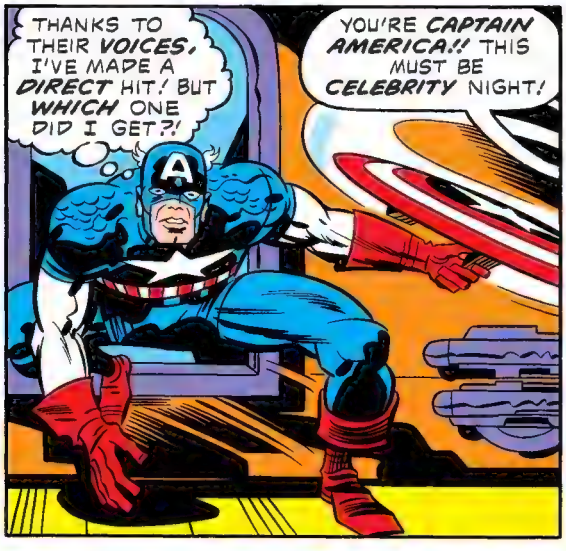
WHATEVER HAPPENS NOW CAN ONLY BE A PLUS, AS FAR AS I'M CONCERNED! IF MY FUNCTIONING FACULTIES REMAIN SHARP, I MAY GET SOME LICKS IN YET!


I HEAR THE SOUND OF POUNDING BOOTS IN THE DISTANCE... THE SHIELD PATROLS ARE STILL ON THE HUNT!
I WONDER IF THE FALCON HAS FOUND THE QUARRY!?

AT THAT MOMENT...
THESE FOOTFALLS ARE SOFTER--STEALTHIER! HE WEARS THE HEAVY SHOE OF A TROOPER, BUT...

THIS BIRD IS NOT ENGAGED IN RANDOM SEARCH. HE KNOWS JUST WHERE HE'S GOING!
I'LL WAIT AND LISTEN!
HE'S GONE INTO THIS CONDUIT! FOR AN AVERAGE TROOPER HE HAS AN EXTRAORDINARY KNOWLEDGE OF THE DETAILS OF THIS COMPLEX!
I WONDER WHAT... OR WHO HE HOPES TO FIND AT THE OTHER END?
AND AT THE OTHER END...
DON'T LET ME INTERRUPT YOU, NIGHT FLYER! FINISH AND WE'LL TALK!
SO... YOU'RE MY CONTACT! IT'S ABOUT TIME YOU GOT HERE! EACH WASTED MINUTE MAKES THIS JOB JUST THAT MUCH MORE DIFFICULT!
YOUR TARGET, THE DEFECTOR, HAS BEEN STEADILY MOVED ABOUT FOR SECURITY REASONS, BUT I THINK THAT I CAN PINPOINT HIS PRESENT ROOM!
YOU THINK!!?? DON'T YOU KNOW, FOOL!?
IT'S NOT EASY TO FERRET OUT SHIELD STRATEGY! IT'S CHANGED EVERY MOMENT!
THIS STEEL COOP SHOULD HOLD OUR CHICKEN UNTIL WE'VE LEFT!
IF YOU'RE DONE, I CAN LEAD YOU TO THE DEFECTOR RIGHT NOW!

PLOK!!
THIS SHOULD PERSUADE YOU TO STAY AWHILE! WE'VE GOT MANY THINGS TO DISCUSS!
MORE DELAY! I DON'T LIKE THIS!


THANKS TO THEIR VOICES, I'VE MADE A DIRECT HIT! BUT WHICH ONE DID I GET?!
YOU'RE CAPTAIN AMERICA!! THIS MUST BE CELEBRITY NIGHT!

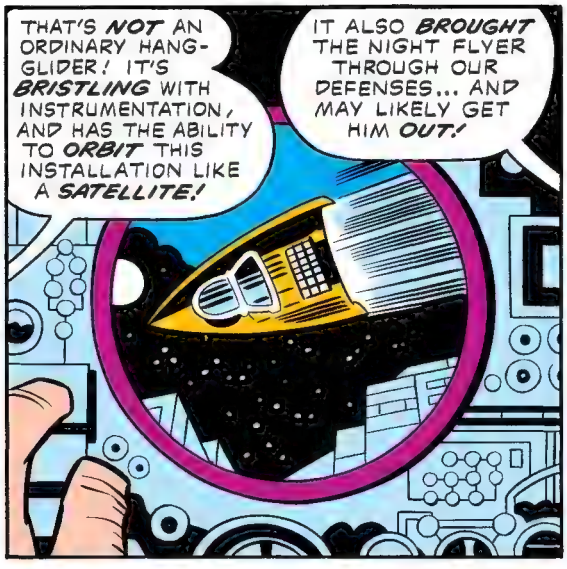
I CAN DO WITHOUT YOUR BREED OF FAN, NIGHT FLYER! IN FACT, SOCIETY WILL BE MORE SECURE WHEN YOU'RE PUT BEHIND BARS!
THEN LET'S NOT WASTE TIME WITH CLEVER WORDS!

LOCKING ONTO HIS FOE'S VOICE, CAP RUSHES FORWARD...
WOMP!
MISSED HIM!
YOUR AGILITY'S OVER-RATED!

STILL LED BY SOUND, CAP TURNS SWIFTLY AND LASHES OUT...
KEEP TALKING! THE SHOW WILL GET BETTER!
I'M NOT IMPRESSED!

PERHAPS THE POOR LIGHTING IN THIS ROOM IS AFFECTING YOUR PERFORMANCE! YES... YOU DO NEED MORE LIGHT -- AND POSSIBLY SOME HEAT AS WELL!
HE KNOWS?!!
I'M IN TROUBLE!
EVERY SOUND IS A MATTER OF LIFE AND DEATH, NOW! I MUST BE READY FOR ANY-THING!
YOU'VE ALLOWED ME TO ACQUIRE A WEAPON! I ADMIRE SUCH CONFIDENCE!
IT MAY RECEDE A LITTLE, ONCE I FORCE SOME MORE FUEL INTO THIS NOZZLE!
MY GOD! HE'S GOT A FLAME-THROWER!
ARE YOU FEELING-- WARMER?
MEANTIME, IN THE STEEL CHAMBER THAT ADJOINS THE SCENE OF BATTLE...
I DON'T KNOW HOW THE DODGERS ARE DOING TODAY-- BUT I'M BATTING A BIG, FAT ZILCH!
GOT TO GET BACK INTO ACTION!
FULLY RECOVERED, THE FALCON LEAPS TO THE WINDOW OF HIS TINY PRISON... AND RECOILS IN HORROR...
THAT'S CAP OUT THERE! HE'S ABOUT TO BE BARBEQUED!
LADY LUCK IS SMILING! SHIELD HAS STORED A BONANZA OF BREAKOUT TYPE TOOLS IN THIS STORAGE BIN!
A LITTLE MUSCLE SHOULD TAKE CARE OF THIS WINDOW!

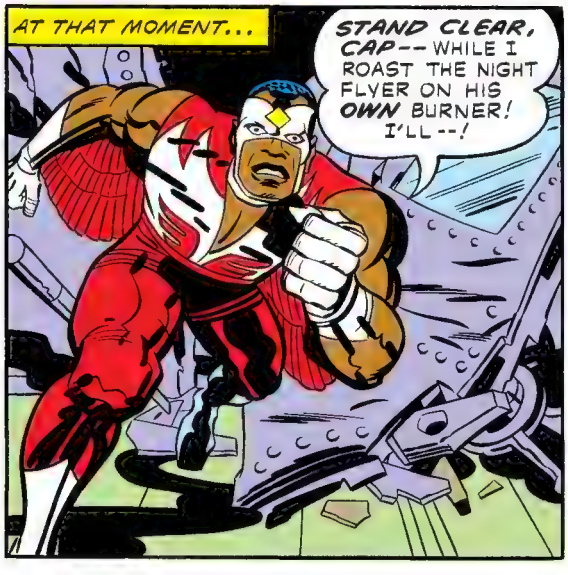
KLONK!
BLAST SHIELD AND IT'S "LATEST IN UNBREAKABLE GLASS"!
THIS PRYING TOOL MIGHT WORK!
IT MUST WORK! I'D RISK ANYTHING TO STOP THAT FISH FRY -- EVEN A TERMINAL HERNIA!
KRIK!!
UGHHH-H-H! GIVE, DARNIT! GIIIIIVVVE!!
K-KRIKK!
SLOWLY... ALMOST MIRACULOUSLY... THE HERCULEAN EFFORT IS REWARDED BY THE YIELDING OF CRUMPLED STEEL...
KARAK!
BUT, IN ANOTHER SECTION OF THE COMPLEX, PROGRESS IS DEVELOPING JUST AS FAST...
I'VE GOT IT ON THE MONITOR! THAT'S IT, ALL RIGHT!
INCREASE MAGNITUDE!
LET'S HAVE A CLOSER LOOK AT IT!


THAT'S NOT AN ORDINARY HANG-GLIDER! IT'S BRISTLING WITH INSTRUMENTATION, AND HAS THE ABILITY TO ORBIT THIS INSTALLATION LIKE A SATELLITE!
IT ALSO BROUGHT THE NIGHT FLYER THROUGH OUR DEFENSES... AND MAY LIKELY GET HIM OUT!

DO YOU THINK IT MIGHT SUPPLY HIM WITH POWER AS WELL? COULD THAT THING BE THE SOURCE OF HIS FORMIDABLE ATTACK CAPABILITY?
THERE'S ONLY ONE WAY TO FIND OUT-- SHOOT IT DOWN!
MISSILE BATTERY FIVE! TRACK TARGET! PREPARE TO DESTRUCT!!

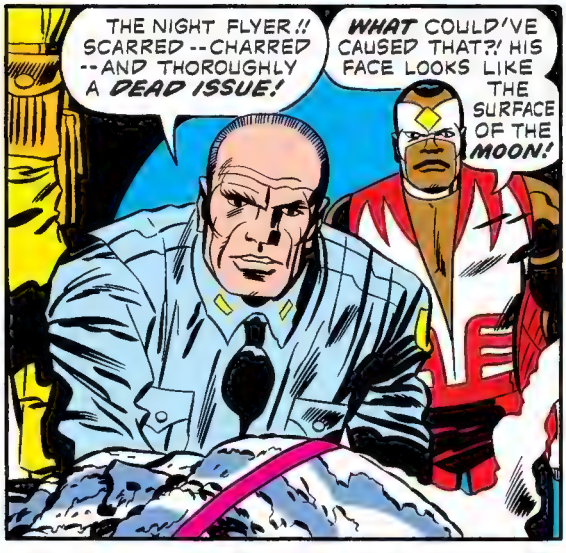
LOCK ON TARGET...
FIRE THREE!!

WOOOMM!!


AT THAT MOMENT...
STAND CLEAR, CAP-- WHILE I ROAST THE NIGHT FLYER ON HIS OWN BURNER! I'LL --!

HEY! THE CREEP SUDDENLY HIT THE DECK LIKE A COLLAPSED CHAIR!
NO THANKS. I'M JUST COUNTING MY LUCKY STARS!!
COME HERE, CAP. TAKE A WHIFF OF THIS...

WHAT YOU DETECT IS OVERLOAD, FALCON! OUR QUARRY GOT A SIZABLE PORTION OF WHAT HE WAS DISHING OUT!
SECURE THIS ROOM, MEN!
SORRY WE GOT HERE SO LATE! HE'D JAMMED THE SECTION DOORS!


THE NIGHT FLYER!! SCARRED--CHARRED --AND THOROUGHLY A DEAD ISSUE!
WHAT COULD'VE CAUSED THAT?! HIS FACE LOOKS LIKE THE SURFACE OF THE MOON!

WE CAN ONLY GUESS AT THE ANSWER! HE WAS SOMEHOW LINKED TO HIS GLIDER!
WHEN OUR MISSILES STRUCK THE THING, AN ENORMOUS POWER SURGE WAS CREATED AND TRANSMITTED DIRECTLY TO THIS MAN!
WHAT YOU SEE IS THE NASTY RESULT OF THAT TERRIBLE FORCE!

I'M GLAD THAT I WASN'T SHAKING HIS HAND WHEN IT STRUCK! I'D HAVE BLOWN EVERY CIRCUIT IN THIS COMPLEX!
IT'S STRANGE...BUT DEATH HAS GIVEN HIM A MENACING IMAGE HE PROBABLY NEVER HAD WHEN HE WAS ALIVE!

I HATED HIM THE FIRST TIME WE TANGLED! BESIDES, HOW DO YOU KNOW WHAT HE LOOKS LIKE?
I'VE GOT EYES!
HEY! I CAN SEE!

WHAT DID YOU SAY? Y-YOU CAN SEE!?
YOU CAN SEE!!
B-BUT HOW--? WHAT HAPPENED?
PERHAPS THE NIGHT FLYER DESERVES THE CREDIT! WHEN HE FIRED THAT EARLY SHOT CLOSE TO MY EYES, HE MUST HAVE... AH... JOGGED THE PROPER NERVE INTO ACTION!

AT ANY RATE... IT WASN'T UNTIL A FEW MINUTES AGO THAT MY SIGHT BEGAN TO RETURN!
HUNH! IT SHOWS THAT THE MEANEST CAT IS CAPABLE OF ONE GOOD DEED!
TAKE HIM TO AUTOPSY!

WHO'S THIS TROOPER? WE FOUND HIM LIKE THIS WHEN WE BROKE IN HERE!
DON'T TURN TO ME FOR ANSWERS!
I'VE GOT THEM! HE WAS THE NIGHT FLYER'S CONTACT! HIS JOB WAS TO DIVULGE THE WHEREABOUTS OF THE DEFECTOR!

A COURT-MARTIAL WILL GET THE REST OF THE SORDID FACTS!
LET'S GO-- BENEDICT!
AND DON'T FORGET TO GIVE MY REGARDS TO ARNOLD!!
THAT'S A BAD JOKE, SON!

IT'S BEEN A BAD NIGHT, CAP! BUT THE DEFECTOR IS INTACT-- WHOEVER AND WHEREVER HE IS... ONLY SHIELD'S GOT THE ANSWERS!
MY GUESS IS THAT HE WAS NEVER IN THIS COMPLEX! I THINK IT WAS A COVER STORY TO OBSCURE HIS REAL LOCATION!

WE'VE BEEN VICTIMS OF ANOTHER DEVIOUS DESIGN IN THE FAR-FLUNG WEB ADMINISTERED AND CAREFULLY GUARDED BY THAT ONE-EYED, STUBBLE-PLASTERED, CIGAR-SMOKING NICK FURY!
MAY HIS COMBAT MEDALS TURN GREEN!
TELL YA WHAT-- LET'S THROW A PARTY! WE'LL CALL SHARON N' LILA AND CELEBRATE YOUR SEEING AGAIN!

NEXT: A NEW DIRECTION!

CAPTAIN AMERICA ANNUAL
3
1976
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ALL NEW!
KING-SIZE ANNUAL!
CAPTAIN AMERICA
APPROVED BY THE COMICS CODE AUTHORITY
PAGE AFTER PAGE OF PULSE-POUNDING FURY!
DOOM IS THE BLACK STAR!
VERSUS THE THING FROM BEYOND THE STARS!
DOUBLE-SIZED DYNAMITE FROM THE HOUSE OF IDEAS!

Stan Lee PRESENTS: CAPTAIN AMERICA!
JV328
LIFE IN SPACE!! AN ULTIMATE THOUGHT WITH A THOUSAND POSSIBLE ANSWERS !!! WHAT WILL BE OUR REACTION WHEN WE FINALLY CONFRONT THE BEINGS OUT THERE !?! THE ANSWER IS THAT WE WILL BEHAVE AS HUMANS-- AND THAT MEANS MAKING MISTAKES! BUT--CAN WE AFFORD EVEN ONE SUCH MISTAKE? CAP TACKLES THAT PROBLEM AS THE EARTH LIES OPEN TO ATTACK FROM AN INDESCRIBABLE HORROR--!!
The THING FROM THE BLACK HOLE STAR!
URRR!! URRR!!
HENDRICKS! I'VE BEEN JUMPED BY AN ALIEN!! THERE MAY BE OTHERS IN THIS SPACESHIP!
HANG ON, CAP!! I-I'LL FIND A WEAPON!
EDITED, WRITTEN and DRAWN by JACK KIRBY
GIACOIA / VERPOORTEN INKS
COLORIST: JANICE C. LETTERER: GASPAR
M. WOLFMAN CONSULTING EDITOR

A STRANGE TWIST OF FATE HAS BROUGHT **CAPTAIN AMERICA** INTO CONTACT WITH A SHIP FROM THE **STARS!** BUT **HOW** IT HAPPENED IS **NOT** AS IMPORTANT AS THIS MOMENT... AS THE SUDDEN APPEARANCE OF A **MENACING LIFE FORM**--BOTH UNCOMMUNICATIVE AND **HIDEOUS** TO THE EYE...

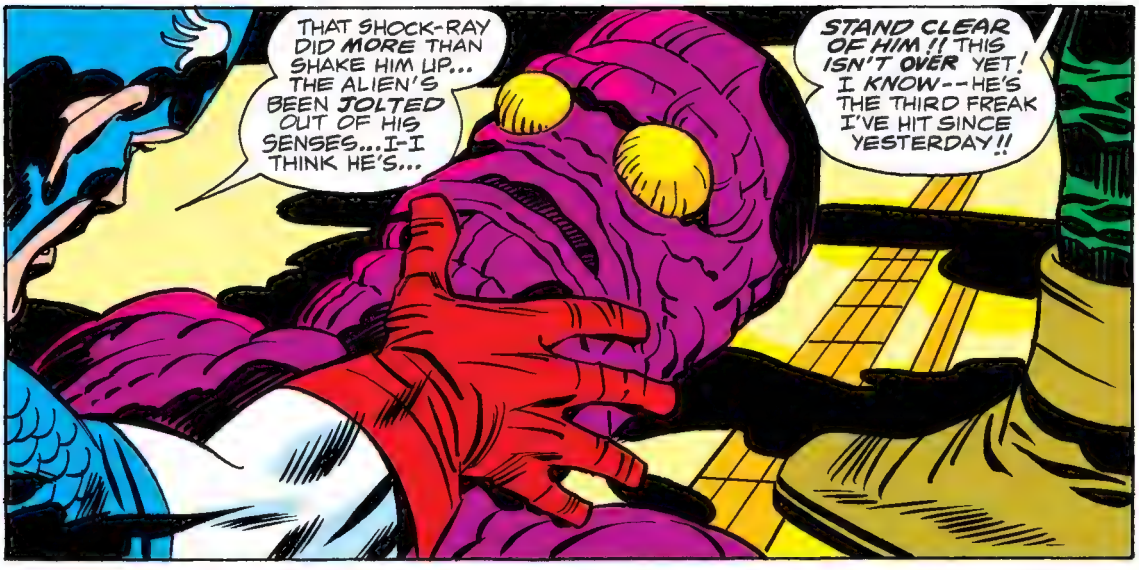
AAARRR!!

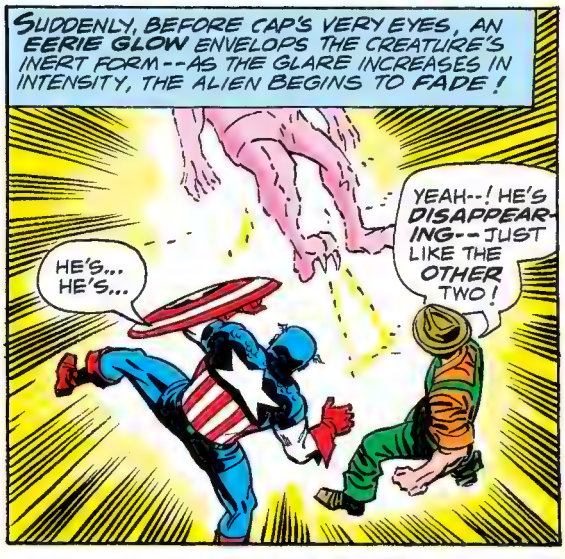
ZZRRRAAAK!!

THE SHIP IS STOCKED WITH GIMCRACKS LIKE THIS GADGET!!! I DON'T KNOW WHAT **POWERS** 'EM-- BUT THEY **KICK** LIKE MULES!!

THIS WEAPON CAN STOP A **PATTON TANK!**

IT CERTAINLY **CHANGED** THIS BEAST'S MIND ABOUT WRESTLING WITH ME!! HE SEEMS TO HAVE SUFFERED A SEVERE **SHOCK!**


THAT SHOCK-RAY DID MORE THAN SHAKE HIM UP... THE ALIEN'S BEEN JOLTED OUT OF HIS SENSES...I-I THINK HE'S...
STAND CLEAR OF HIM!! THIS ISN'T OVER YET! I KNOW--HE'S THE THIRD FREAK I'VE HIT SINCE YESTERDAY!!


SUDDENLY, BEFORE CAP'S VERY EYES, AN EERIE GLOW ENVELOPS THE CREATURE'S INERT FORM--AS THE GLARE INCREASES IN INTENSITY, THE ALIEN BEGINS TO FADE!
HE'S... HE'S...
YEAH--! HE'S DISAPPEARING--JUST LIKE THE OTHER TWO!

I-I KEEP TELLING MYSELF--JIM HENDRICKS, YOU'RE ONLY A FARMER... THESE THINGS SHOULDN'T BE HAPPENING TO YOU...T-THEY'RE NOT REAL... SPACESHIPS AND ALIENS ARE THE DREAMS OF FOOLS! YET, YOU'VE SEEN WHAT I HAVE--WITH YOUR OWN EYES!!
WHEN YOU CALLED ME, I CAME HERE OUT OF CURIOSITY... BUT NOW...

NOW YOU KNOW WHAT THE LOCAL POLICE WOULDN'T WASTE THEIR TIME TO FIND OUT! THEY DON'T COTTON TO U.F.O. SIGHTINGS...THEY'VE CHASED TOO MANY PHANTOMS THIS PAST YEAR!
HUH! THEY WOULDN'T LAUGH AT THIS--NOT AFTER THEY'D SEEN WHAT IT CAN DO! IT'S LIGHT--AND DEADLY!

LUCKILY FOR ME, I HEARD YOU WERE A GUEST ON THAT TV TALK SHOW THEY RUN IN TOWN... IT TOOK SOME DOING TO WORK UP ENOUGH NERVE TO CALL YOU!
I WAS DEBATING A GUEST ON THAT TALK SHOW--THE TOPIC WAS SUPER-HEROES, FANTASIES, AND U.F.O.'S!

WHO WOULD BELIEVE THAT A LOCAL FARMER WOULD CALL AND ASK ME TO INSPECT A U.F.O. WHICH HAD LANDED IN HIS MEADOW...?
WELL, YOU'VE SEEN IT--AND MORE! BUT THIS ISN'T THE END OF IT!
OKAY! OKAY! BUT BEFORE I HEAR THE REST, I'D LIKE TO TAKE A GOOD, LONG LOOK AT THIS BABY... I WONDER WHERE IT CAME FROM?
IT'S COME A LONG WAY, CAP--THOUSANDS OF LIGHT YEARS AND THEN SOME--FROM A THING CALLED A "BLACK HOLE" STAR!!
WHAT TROUBLES ME IS THAT I DON'T KNOW WHAT A "BLACK HOLE" STAR IS!
OUR ASTRONOMERS BELIEVE THAT IT'S A DEAD SUN WHICH HAS COLLAPSED INTO A SMALL, DARK MASS--WHICH NEGATES ANY SORT OF LIGHT!
SAY! IF YOU DON'T KNOW WHAT A BLACK HOLE IS--HOW CAN YOU TELL WHERE THIS SHIP CAME FROM?
THE PILOT TOLD ME! HE'S STAYING AT MY FARMHOUSE!
MEANWHILE, IN A FIXED ORBIT ABOVE THE EARTH, ANOTHER SPACE VESSEL KEEPS AN INEXPLAINABLE VIGIL...
WHAT HAVE YOU TO REPORT, TROGA? HAS THE STALKER DONE ITS WORK?
LIKE THE OTHER TWO WE SENT, IT WAS WAYLAID, SIRE! I-IT FAILED!

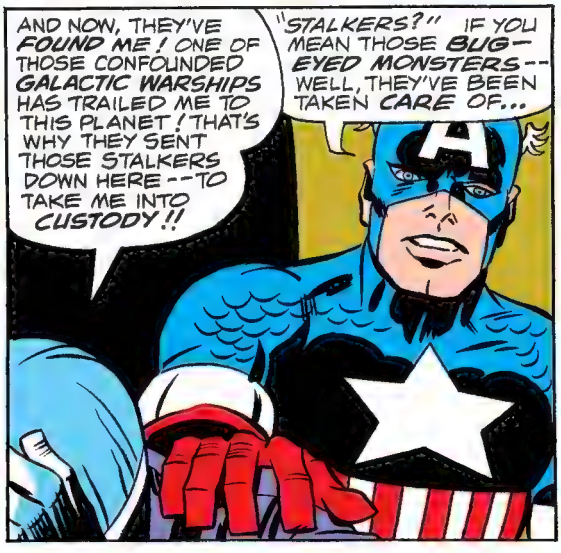
INSIDE THE GALACTIC VEHICLE--
I-I TRACKED THE STALKER'S PROGRESS, SIRE! I-IT ENTERED THE CAPTIVE'S SHIP TO SEIZE HIM-- BUT INSTEAD, ENCOUNTERED TWO EARTHMEN WHO KILLED THE STALKER!
BUT THIS IS INSANE! WE HAVE THE CAPTIVE CORNERED ON THIS PLANET--YET WE CANNOT LAY OUR HANDS UPON HIM!
THIS BACKWATER PLANET HAS SPAWNED BEINGS BOTH INTELLIGENT AND STUBBORN! THESE EARTHMEN THWART OUR EVERY EFFORT TO RECLAIM THE LAST OF THAT CURSED SPECIES, WHOM WE CONFINED TO THE BLACK HOLE!
THE EARTHMEN MUST BE SWEPT ASIDE! SEND DOWN A COMBATRON!
THE ORDER IS RECEIVED AND QUICKLY OBEYED...
THE COMMANDER HAS SPOKEN! SEND A COMBATRON INTO ACTION!!
HIS CAPSULE ENTERS THE AIRLOCK NOW! HE IS ON HIS WAY TO EARTH!
A MOMENT LATER, THE EXPLOSIVE SOUND OF ESCAPING AIR HERALDS THE DEPARTURE OF THE STRANGE CAPSULE--AND ITS "ANCHOR-POINT" CENTERS ON A TINY AREA, MILES BELOW!!!

BUT ITS TARGETS HAVE CENTERED THEIR INTEREST ON THE GUEST IN JIM HENDRICKS' FARMHOUSE...
TELL ME, JIM! WHAT DOES HE LOOK LIKE? DOES HE RESEMBLE THAT THING WE FOUND IN THE SHIP?
I-I CAN'T RIGHTLY SAY, YOU'LL HAVE TO SEE FOR YOURSELF!!
I'LL GO FIRST... HE SEEMS TO FRIGHTEN EASILY...
THEN...!
HOLD ON THERE! DON'T PANIC, MISTER! I'VE BROUGHT A FRIEND, SEE--A FRIEND!--
HE IS NOT LIKE YOU! I DO NOT LIKE HIS APPEARANCE OR MANNER!
HE WANTS TO HELP YOU!
THE TWO MEN STUDY THE SPACEMAN... HIS FEATURES ARE HIDDEN BY A PROTECTIVE HOOD... BUT THE EYES THAT STARE FROM BEHIND THEIR TRANSPARENT SHIELD ARE NARROWED WITH SUSPICION...
YOU TRUST ME, DON'T YOU? I ASK YOU TO TRUST MY FRIEND.
I'VE GOT REASONS FOR WEARING A MASK... BUT THEY'RE NOT EVIL...
HE IS CALLED CAPTAIN AMERICA... ON THIS PLANET, HIS NAME IS KNOWN FAR AND WIDE AS A SYMBOL OF JUSTICE FOR THOSE WHO SEEK IT!
JUSTICE! THE WORD HAS NO MEANING FOR ONE SUCH AS THE CAPTIVE!
I DON'T KNOW WHAT YOUR STORY IS, MISTER, BUT I AIM TO GET IT REAL QUICK--NOW, LET'S SEE WHAT YOU LOOK LIKE!!
DON'T BE AFRAID! HE HAS NO INTENTION OF HARMING YOU...
COOLY, CALMLY, CAP UNZIPS THE SPACEMAN'S HOOD AND GENTLY RAISES IT WITHOUT ANY PROTEST FROM THE CAPTIVE.
THAT'S BETTER... YOU'RE THE STRANGER HERE-- AND WE'VE GOT THE RIGHT TO KNOW EVERYTHING ABOUT YOU...

THAT'S ENOUGH! STAND BACK, I SAY! I-I'VE BEEN ALONE SO LONG, THAT ANOTHER'S TOUCH IS LIKE AN INSTANT THREAT TO MY PERSON...
YOU CALLED YOURSELF A CAPTIVE...THEN THE BLACK HOLE STAR MUST'VE BEEN YOUR PRISON...

IT'S KNOWN THAT THE COMPACTED MASS OF A COLLAPSED SUN EXERTS AN INCREDIBLE GRAVITATIONAL PULL--NOTHING ON ITS SURFACE COULD HOPE TO GET FREE OF IT! NOT EVEN A BEAM OF LIGHT!
I DID IT! I DID IT!! IT TOOK ME A MILLION YEARS, BUT I ESCAPED THAT DREADED GRAVITY!

BUT IT DIDN'T TAKE LONG FOR THE GALACTIC EMPIRE TO SEND A THOUSAND WARSHIPS IN PURSUIT...TO RECAPTURE ME!!
DID HE SAY IT TOOK HIM A MILLION YEARS TO--?
DUNNO...HE LOOKS YOUNGER'N THAT TO ME...

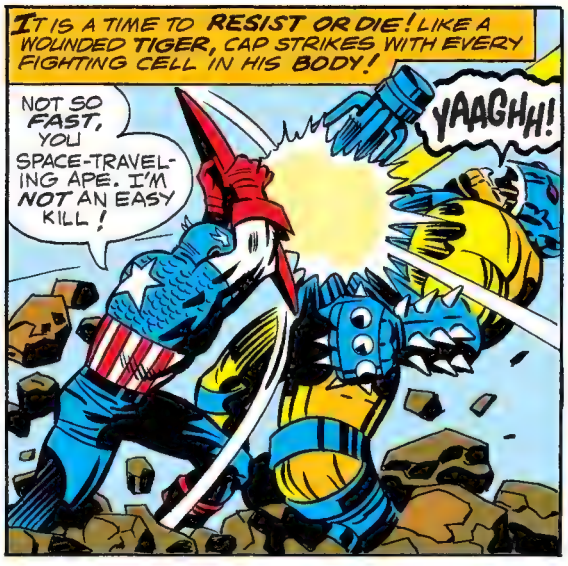

AND NOW, THEY'VE FOUND ME! ONE OF THOSE CONFOUNDED GALACTIC WARSHIPS HAS TRAILED ME TO THIS PLANET! THAT'S WHY THEY SENT THOSE STALKERS DOWN HERE--TO TAKE ME INTO CUSTODY!!
"STALKERS?" IF YOU MEAN THOSE BUG-EYED MONSTERS--WELL, THEY'VE BEEN TAKEN CARE OF...

UNTIL WE GET TO THE TRUTH OF THIS MATTER, YOU'RE UNDER OUR PROTECTION...
WHAT WAS THAT!!??
WUMP!
THAT SOUND--! IT CAME FROM THE DIRECTION OF THE MEADOW!!

DON'T RUSH OUT THERE!! IF THE STALKERS HAVE FAILED, THEY'LL HAVE SENT DOWN A COMBATRON! IT'S A DEADLY SPECIES!
HEAR THAT, HENDRICKS? APPROACH IT WITH CAUTION!
BLAST! I LEFT THAT WEAPON IN HIS SPACE-SHIP!

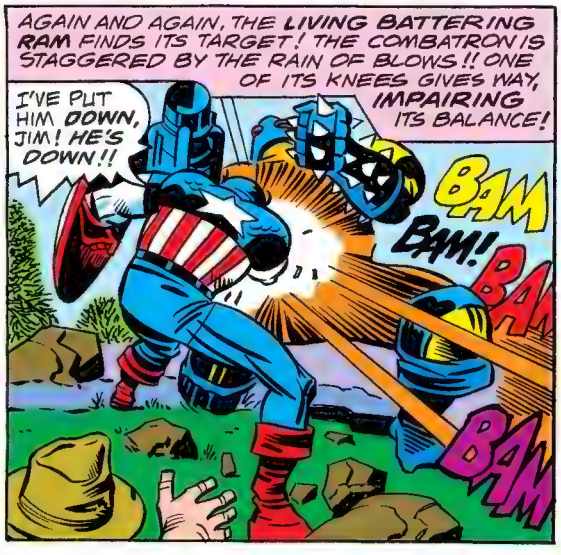
CAP AND HENDRICKS MOVE SWIFTLY AND SILENTLY THROUGH A WOODED AREA, UNTIL THEY COME UPON THE OBJECT OF THEIR SEARCH!
I-IT'S AN ALIEN CAPSULE!
THE DOOR IS OPEN! I-IT'S EMPTY!
WHATEVER WAS INSIDE THIS THING IS GONE! MY GUESS IS THAT A COM-BATRON IS RUNNING LOOSE ON YOUR PROPERTY, JIM!
WE'VE GOT TO TRACK IT DOWN!
SUDDENLY, A SPINE-CHILLING HOWL SPLITS THE NIGHT AIR! CAP AND JIM HENDRICKS WHEEL ABOUT TO CONFRONT A FEARSOME APPARITION OF NIGHTMARISH STRENGTH!!
EEEYAAAAA!
GOOD LORD!!

THE COMBATRON ROARS INTO ACTION BY BLASTING THE GROUND WITH ITS PRESSURE ARM...
TAKE COVER!! IT'S TEARING LOOSE EVERY ROCK AND TREE IN THIS AREA!
ZTOM!
IT IS SIMPLE STRATEGY...THE COMBATRON PUTS HIS ENEMY TO FLIGHT WITH FEAR, AND BLINDS HIM WITH FLYING DEBRIS...
CAN'T SEE!! IT'S LIKE STANDING IN A TORNADO!
FALL BACK, CAP! YOU'RE BOUND TO BE HIT IN THIS RAIN OF BOULDERS!
THE PRESSURE INCREASES WITH A SUDDEN INTENSITY!! A SCREAMING WIND NOW REPLACES THE STORM OF DEBRIS! CAP SEIZES A TREE STUMP AND HANGS ON FOR DEAR LIFE--!
IT IS A SHORT BUT SAVAGE ATTACK!! WHEN THE COMBATRON SHUTS OFF ITS PRESSURE, ITS OPPONENTS LIE WEAKENED, HALF-BURIED IN THE REMAINS OF THE SHATTERED WOODS...
MAULED BY THE COMBATRON'S ASSAULT, CAP FIGHTS TO REGAIN HIS STRENGTH! HE ATTEMPTS TO RISE FOR BATTLE, BUT HIS FIERCE ENEMY IS UPON HIM !!!


IT IS A TIME TO RESIST OR DIE! LIKE A WOUNDED TIGER, CAP STRIKES WITH EVERY FIGHTING CELL IN HIS BODY!
NOT SO FAST, YOU SPACE-TRAVELING APE. I'M NOT AN EASY KILL!
YAAGHH!

YOU CAN'T BEAT HIM WITH FISTS, CAP! WE'VE GOT TO REACH THE WEAPONS IN THAT SPACESHIP!!
GO TO IT, THEN, JIM! I'M JUST TOO MAD TO BREAK THIS OFF! I'VE GOT TO FINISH THE JOB!

CAP'S MUSCLES TIGHTEN LIKE STEEL SPRINGS, THEN HIS ARM SMASHES INTO THE COMBATRON!
KRAK!


AGAIN AND AGAIN, THE LIVING BATTERING RAM FINDS ITS TARGET! THE COMBATRON IS STAGGERED BY THE RAIN OF BLOWS!! ONE OF ITS KNEES GIVES WAY, IMPAIRING ITS BALANCE!
I'VE PUT HIM DOWN, JIM! HE'S DOWN!!
BAM!
BAM!
BAM

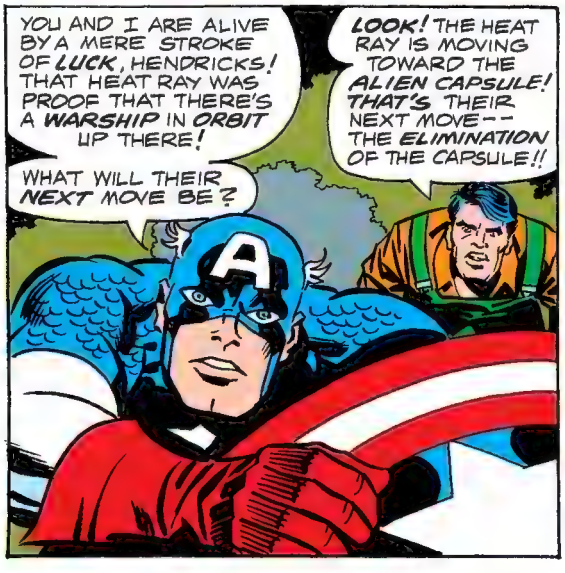
IT IS AT THAT MOMENT THAT A HEAT RAY LANCES DOWN FROM SPACE!!
CAP! LOOK OUT!! LOOK OUT!!
ZPASSS!

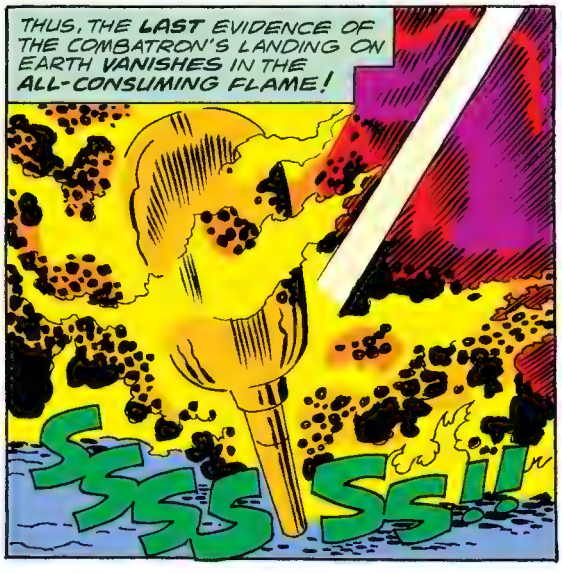
JIM'S WARNING SAVES CAP'S LIFE! THE SUPER-HERO LEAPS TO SAFETY AS THE HEAT RAY FLASHES BY!!

AND THE DEATH MEANT FOR CAP STRIKES THE COMBATRON!!
HE'S BEEN TURNED INTO A LIVING TORCH!
BUT IS HE FINISHED?!

THE COMBATRON ROARS IN DISMAY! IT HAS NOT FULFILLED ITS MISSION... BUT IT IS DYING IN BATTLE, A FATE IT WAS DESIGNED TO SUFFER...
RRRAAR!

WHEN THE HEAT REACHES THE DESTRUCT CIRCUIT WITHIN THE CREATURE, THERE IS A TERRIFYING EXPLOSION! THEN, IT IS GONE!!
WAARRAAMMM!!


YOU AND I ARE ALIVE BY A MERE STROKE OF LUCK, HENDRICKS! THAT HEAT RAY WAS PROOF THAT THERE'S A WARSHIP IN ORBIT UP THERE!
LOOK! THE HEAT RAY IS MOVING TOWARD THE ALIEN CAPSULE! THAT'S THEIR NEXT MOVE--THE ELIMINATION OF THE CAPSULE!!
WHAT WILL THEIR NEXT MOVE BE?


THUS, THE LAST EVIDENCE OF THE COMBATRON'S LANDING ON EARTH VANISHES IN THE ALL-CONSUMING FLAME!
SSSSSS!!

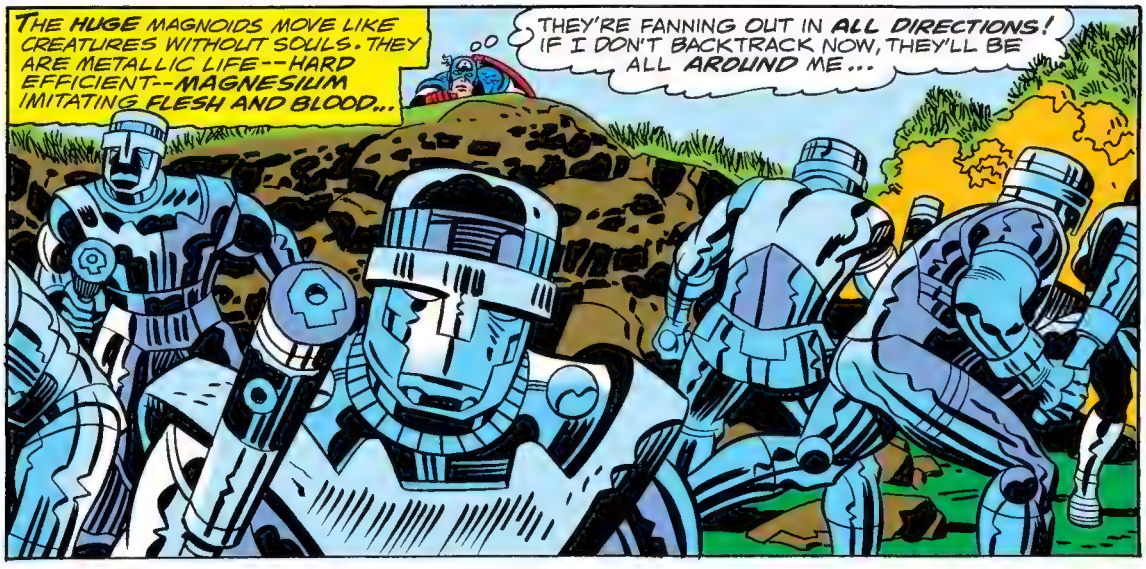
WELL, WE'VE WON ANOTHER BATTLE, JIM! BUT WHO WILL WIN THE WAR?
I SEE WHAT YOU MEAN! WE'RE GOING TO NEED HELP!
THEY MUST BE ANGRY AS HORNETS UP THERE!! WE'VE STYMIED THEIR EVERY EFFORT TO TAKE THE CAPTIVE BY LIMITED MEANS!
I EXPECT THEY'LL SEND A PLATOON-SIZE RAIDING PARTY AGAINST US NOW!
I'LL GET THE POLICE AND NATIONAL GUARD OUT HERE IF I HAVE TO YELL "DISASTER" ALL OVER THE PLACE!
MEANWHILE, MILES ABOVE THE EARTH...
THESE EARTHMEN ARE INSUFFERABLE! THEY PROTECT THE CAPTIVE AS IF HE WERE ONE OF THEIR OWN!
ONE SALVO FROM OUR IONIC CANNON COULD GET THEM BOTH, SIRE.
NO! THAT WOULD BETRAY OUR PRESENCE TO THE REST OF THE PLANET! WE ARE NOT HERE TO RISK A WAR WITH EARTH!
THEN THERE IS ONLY ONE ANSWER, SIRE-- A LANDING PARTY--IN FORCE!!
VERY WELL! BUT UNDERSTAND-- THIS FORCE MUST EMPLOY A SPECIES OF INORGANIC ORIGIN! WE MUST NOT TEMPT THE CAPTIVE WITH LIVING CREATURES BORN OF NATURAL MEANS!
I AM WELL AWARE OF THE CAPTIVE'S HISTORY! THE CURSED CRETIN WILL NOT GET THE CHANCE TO FATTEN HIMSELF ON ANY OF US!

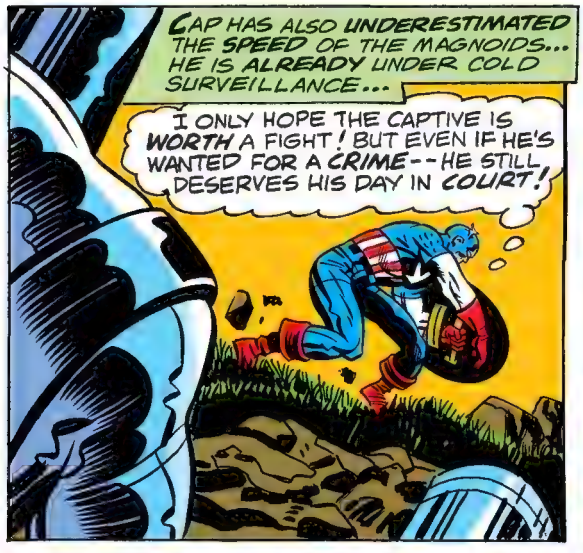
MAGNOIDS!! THIS SHIP HAS A FULL CONTINGENT OF MAGNOIDS! THOSE GALACTIC SCOURGES ARE NO MORE THAN ANIMATED MINERAL!! THEY'LL DO THE JOB!!
A PERFECT CHOICE, COMMANDER!!
HELLO-- READY ROOM! ASSEMBLE THE MAGNOIDS FOR INSTANT ACTION!
THE TIME FOR SWIFT ACTION IS INDEED AT HAND! ON THE EARTH BELOW, JIM HENDRICKS BELLOWS IN VAIN FOR HELP!
HELLO! HELLO! WON'T SOMEONE ANSWER?
IT'S NO USE! THIS LINE DOES NOTHING BUT WHISTLE DIXIE!
THAT'S BAD!
WE'RE IN TROUBLE! THAT WARSHIP IS JAMMING THE LINE! THEY'RE TRYING TO ISOLATE US!
I SHOULD'VE NOTIFIED THE POLICE AN HOUR AGO!
THERE'S ONLY ONE THING TO DO! WE'LL MOVE MISTER "CAPTIVE" OUT OF THE AREA!
LET'S GO, FELLA! WE'VE GOT A LOT OF HARD DRIVING AHEAD OF US!
YOU'RE DREAMING! THE ENEMY WILL NEVER ALLOW ME TO LEAVE THIS PLACE!
THEY'LL NEVER ALLOW ME TO LOSE MYSELF ON THIS TEEMING WORLD!
THEY HAVE ME CORNERED HERE! THEY'LL KEEP ME HERE UNTIL-- UNTIL--
ODD... VERY ODD...
TELL ME, WHY IS THIS GALACTIC OUTFIT ON YOUR TAIL? WHY WOULD A THOUSAND WARSHIPS BE DISPATCHED TO COMB THAT VAST SEA OF SPACE SEEKING YOUR WHEREABOUTS? WHY DO THEY WANT TO APPREHEND YOU!!?
LET IT WAIT, CAP!! WE'RE LOSING TIME! I'VE GOT MY CAR STARTED!

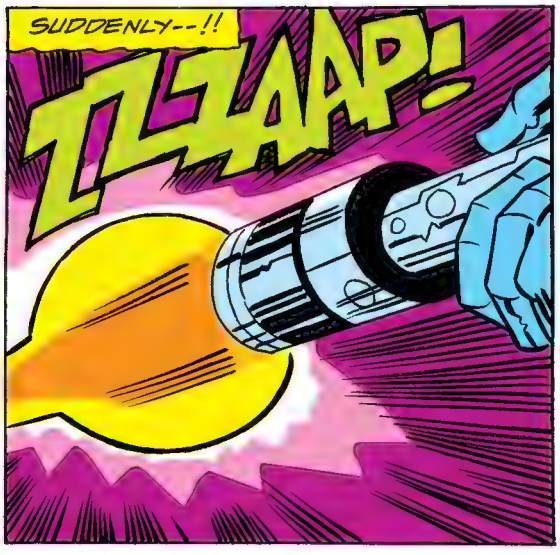
CAP PAUSES FOR A MOMENT... THEN HE MOTIONS FOR A DASH TO THE CAR...
THIS IS USELESS!
SHUT UP AND RUN!
I'VE GOT 'ER PERKED UP AND RARIN' TO ROLL! IT WON'T TAKE US LONG TO MAKE IT TO TOWN!
SUDDENLY, BOLTS FROM ABOVE WRECK ALL HOPES FOR ESCAPE!!!
BLAAAAMM
THEY GOT THE CAR!!
WE'RE BOXED IN THIS PLACE!
FOOLS! I TOLD YOU WHAT WOULD HAPPEN! MY ONLY CHANCE IS TO ESCAPE ON FOOT!
THAT'S SUICIDE! THEY'LL TAG YOU WITH THE SAME LIGHTNING THAT GOT THE CAR!
DON'T YOU SEE? THEY CAN PINPOINT INDIVIDUAL TARGETS!
THERE'S ANOTHER U.F.O. ON ITS WAY DOWN HERE, CAP! THIS ONE LOOKS BIGGER'N THE CAPSULE!
IT'S SETTIN' DOWN IN THE MEADOW, TOO! THE ENEMY SURE MUST LIKE THAT SPOT!
THEY DON'T WANT TO EXPAND THEIR AREA OF OPERATION!
THIS IS NO TIME TO BE CLINICAL! HOW CAN WE DEFEND OURSELVES?
CAP'S COMBAT-WISE BRAIN RESPONDS WITH COMPUTER RAPIDITY! HE BARKS HIS ORDERS!
WE'VE GOT A DEFENSE--HIS SPACESHIP! MAKE FOR THE SPACESHIP AND CHECK EVERY WEAPON FOR ACTION! I'LL JOIN YOU TWO AS SOON AS I'VE SCOUTED THE SIZE OF THE OPPOSITION!
HE MAKES SENSE! LET'S GO, CAPTIVE!
AS YOU SAY!

HENDRICKS AND THE CAPTIVE CLEAR THE DISTANCE TO THE SPACE VESSEL QUICKLY. SOON...
THERE ARE WEAPONS ABOARD MY VESSEL... BUT... I FEAR MY CAUSE IS LOST! THE ENEMY IS TOO CLEVER...
WE'VE LUCKED OUT SO FAR! WE CAN STILL STOP 'EM!
WITH CAPTAIN AMERICA ON OUR SIDE, THERE'S NO REASON TO THROW IN THE TOWEL!
THAT CURSED WARSHIP ASSAILS US WITH INORGANIC WARRIORS. I NEED LIVING FODDER!
WHAT'S ALL THIS TALK ABOUT LIVING FODDER!? THESE WEAPONS WILL DO JUST FINE! QUICK, ROUND UP ALL YOUR WEAPONS!!
IGNORAMUS! I AM THE MIGHTIEST WEAPON ABOARD THIS SHIP!!
HEY! THIS IS NO TIME TO GET EDGY... WE'VE GOT A FIGHT ON OUR HANDS... WE'VE GOT TO PULL TOGETHER, MISTER!
I CAN BE STRONG I TELL YOU!-- A FORCE TO BE FEARED BY ALL!!
I WAS A CAPTIVE BECAUSE I WAS FEARED! THIS WARSHIP ABOVE OUR HEADS WOULD TURN TAIL AND RUN IF I ATTAINED MY FULL STRENGTH!!
YOU CAN HELP ME, HENDRICKS! YOU'RE ALIVE AND VITAL! --A LIVING DYNAMO OF ENERGY! GIVE ME THAT ENERGY--AND I CAN PUT THIS PACK OF WOLVES TO FLIGHT!
SURE, SURE! DON'T GET UPSET, LITTLE FELLER... I'LL SHOW YUH HOW TO GET ENERGY-- IF YOU SHOW ME HOW TO WORK THIS FOOL CANNON...

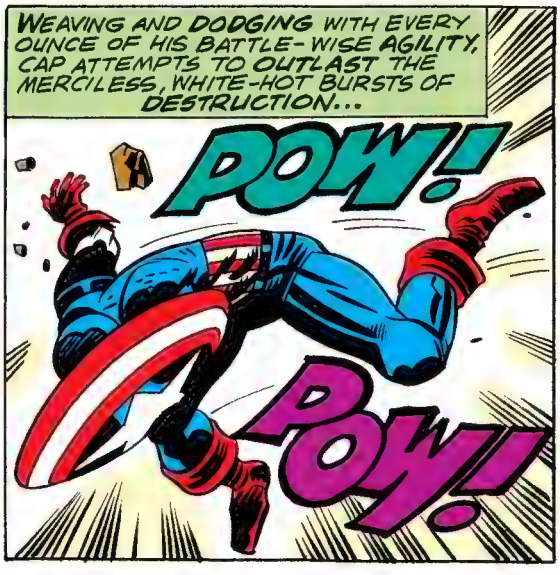
IN THE MEADOW, NEAR THE HENDRICKS FARM, A GALACTIC ASSAULT VEHICLE DISGORGES ITS DEADLY CARGO--ITS RAIDING PARTY OF MAGNOIDS EYE THIS NEW PLANET COLDLY. TO THEM, IT IS BUT ANOTHER OF MANY, RIPE FOR PLUNDER... BUT THIS TIME, THEY HAVE BUT ONE OBJECTIVE! THEY MUST SEIZE OR DESTROY THE CAPTIVE BEFORE HE CAN GAIN FULL STRENGTH--BEFORE HE CAN ROAM UNCHECKED LIKE A GALACTIC PLAGUE...
I'VE GOT TO REVISE MY ESTIMATES! THIS IS AN ALL-OUT ATTEMPT TO GET THE CAPTIVE!! AND THIS BUNCH LOOKS CAPABLE OF DOING JUST THAT!

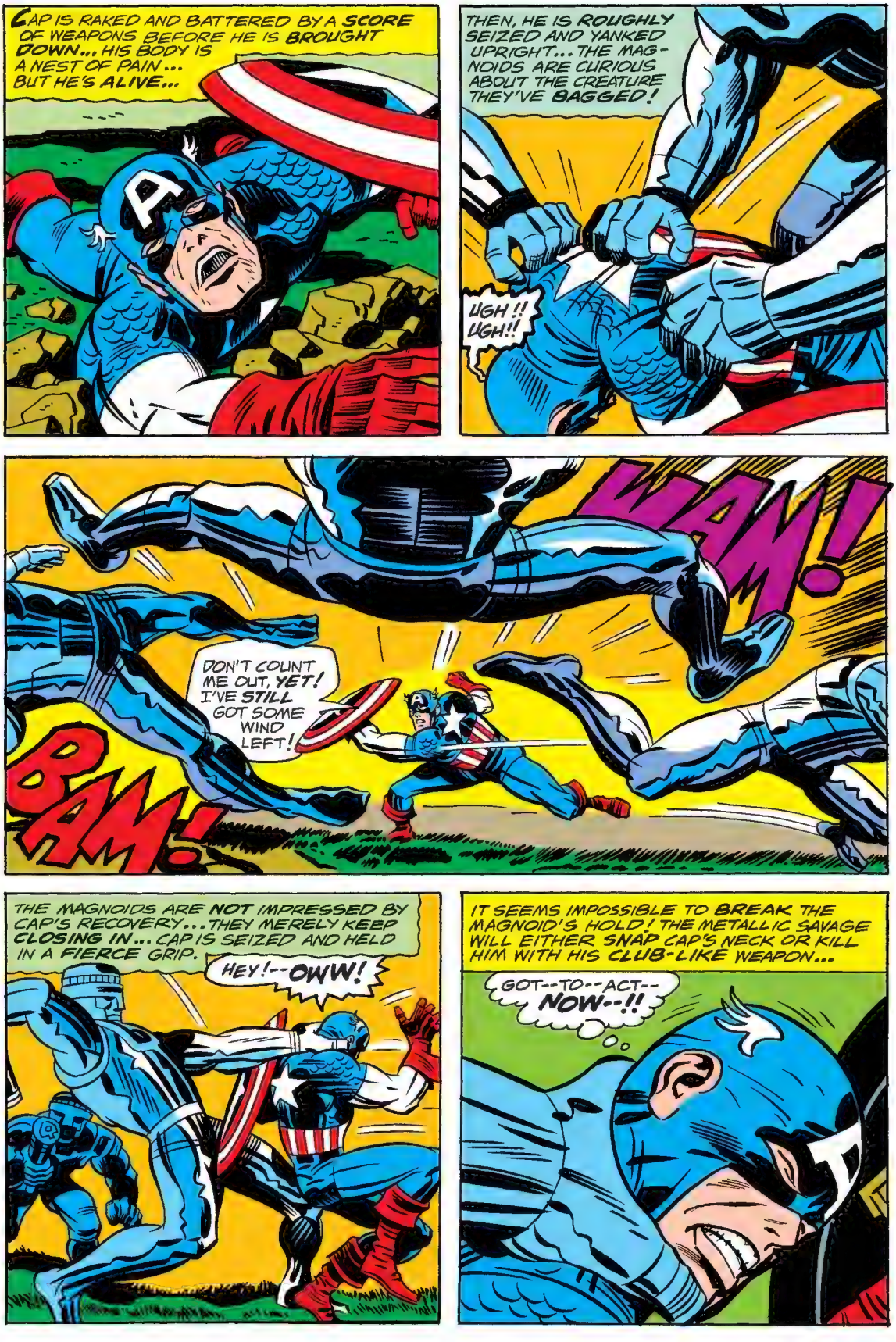

THE HUGE MAGNOIDS MOVE LIKE CREATURES WITHOUT SOULS. THEY ARE METALLIC LIFE--HARD EFFICIENT--MAGNESIUM IMITATING FLESH AND BLOOD...
THEY'RE FANNING OUT IN ALL DIRECTIONS! IF I DON'T BACKTRACK NOW, THEY'LL BE ALL AROUND ME...


CAP HAS ALSO UNDERESTIMATED THE SPEED OF THE MAGNOIDS... HE IS ALREADY UNDER COLD SURVEILLANCE...
I ONLY HOPE THE CAPTIVE IS WORTH A FIGHT! BUT EVEN IF HE'S WANTED FOR A CRIME--HE STILL DESERVES HIS DAY IN COURT!


SUDDENLY--!!
ZZAAP!

DLOMM!
I'VE BEEN DISCOVERED! THE HEAT'S ON!!

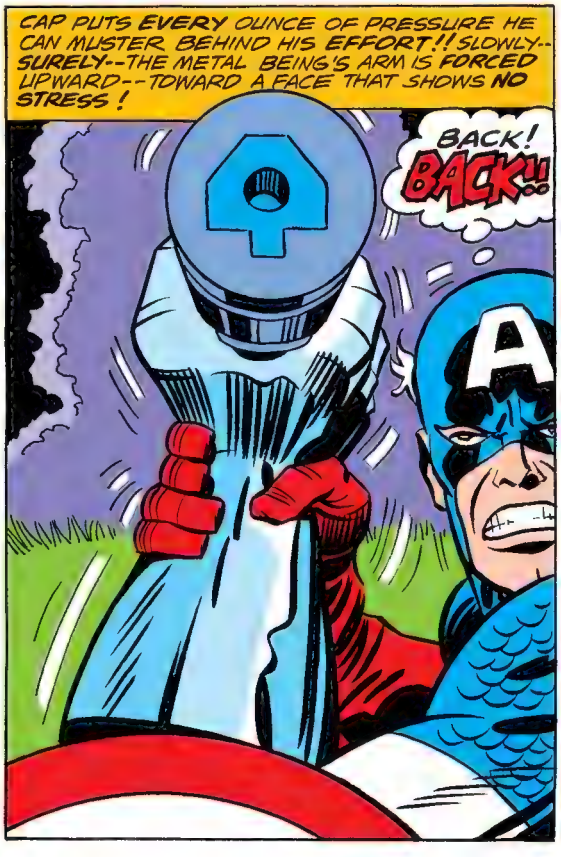

WEAVING AND DODGING WITH EVERY OUNCE OF HIS BATTLE-WISE AGILITY, CAP ATTEMPTS TO OUTLAST THE MERCILESS, WHITE-HOT BURSTS OF DESTRUCTION...
POW!
POW!


CAP IS RAKED AND BATTERED BY A SCORE OF WEAPONS BEFORE HE IS BROUGHT DOWN... HIS BODY IS A NEST OF PAIN... BUT HE'S ALIVE...
THEN, HE IS ROUGHLY SEIZED AND YANKED UPRIGHT... THE MAGNOIDS ARE CURIOUS ABOUT THE CREATURE THEY'VE BAGGED!
UGH!! UGH!!
WAM!
DON'T COUNT ME OUT, YET! I'VE STILL GOT SOME WIND LEFT!
BAM!
THE MAGNOIDS ARE NOT IMPRESSED BY CAP'S RECOVERY... THEY MERELY KEEP CLOSING IN... CAP IS SEIZED AND HELD IN A FIERCE GRIP.
HEY!--OWW!
IT SEEMS IMPOSSIBLE TO BREAK THE MAGNOID'S HOLD! THE METALLIC SAVAGE WILL EITHER SNAP CAP'S NECK OR KILL HIM WITH HIS CLUB-LIKE WEAPON...
GOT--TO--ACT--NOW--!!

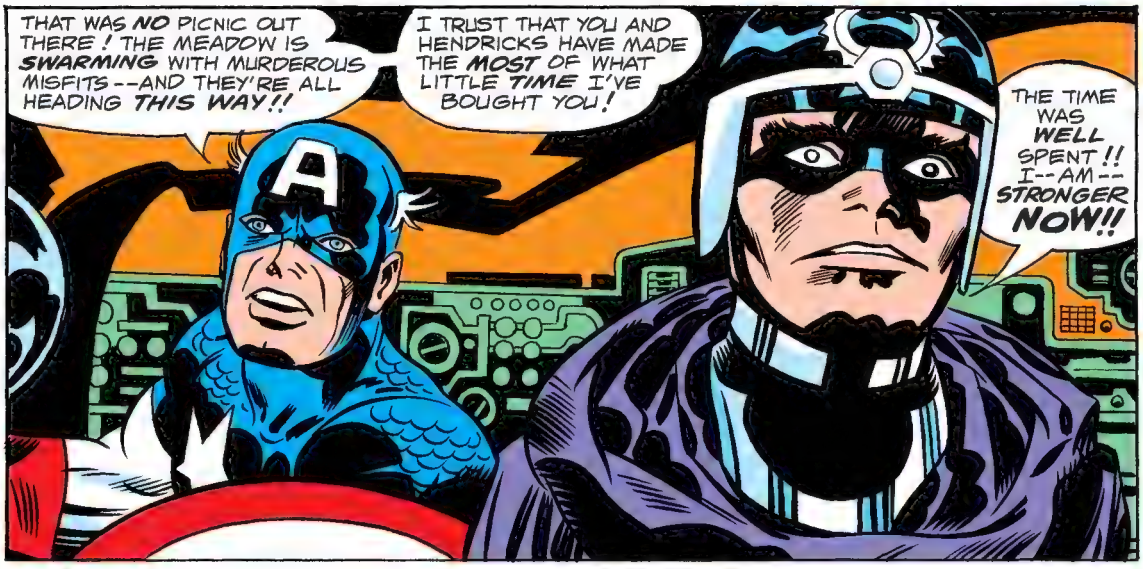
CAP'S MIGHTY ARM PERFORMS LIKE A PISTON IN REVERSE! IT SMASHES INTO THE MAGNOID'S TORSO WITH JACKHAMMER FORCE...THE METAL FINGERS RELEASE THEIR PRESSURE -- THE GRIP IS BROKEN!!!
KRAK!

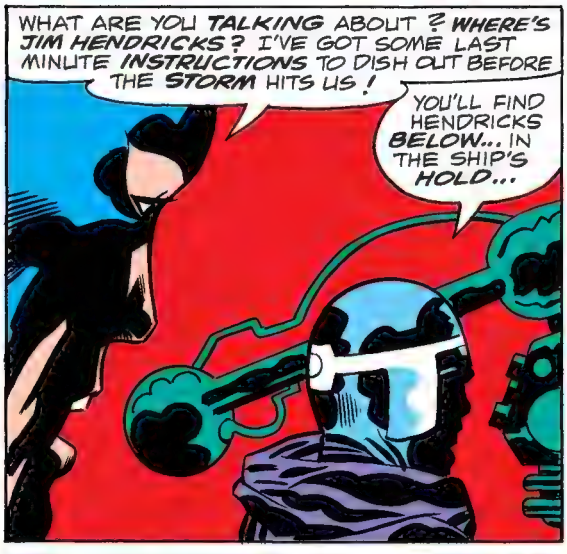
IT IS A SMALL VICTORY--A BREATHER IN A BATTLE FOR SURVIVAL! ONE ADVERSARY IS QUICKLY REPLACED BY ANOTHER! THE MAGNOIDS BEAR IN RELENTLESSLY
THERE'S NO END TO THIS PARADE OF EMOTIONLESS KILLERS!! IF THEY RUSH ME IN A GROUP, MY CHANCES ARE ZILCH!
ZZAPP!

IN A FIGHT FOR LIFE, CAP IS NO ORDINARY MAN! HIS MUSCLES BECOME THINGS OF STEEL! HIS STRENGTH, THAT OF TEN!
I-IT'S LIKE WRESTLING WITH A COLD SLAB OF STONE!!! BUT, I-I'VE GOT TO FORCE HIS ARM BACK!!


CAP PUTS EVERY OUNCE OF PRESSURE HE CAN MUSTER BEHIND HIS EFFORT!! SLOWLY--SURELY--THE METAL BEING'S ARM IS FORCED UPWARD--TOWARD A FACE THAT SHOWS NO STRESS!
BACK!
BACK!!

WHEN THE MAGNOID'S HAND IS BROUGHT CLOSE TO ITS FACE, CAP JOLTS ITS GRIP ON THE WEAPON, AND--
BLAAMM!
THE MAGNOID TREMBLES--GOES LIMP--AND FALLS ON ITS BACK...
MY LUCK IS HOLDING! BUT I'M NOT STAYING UNTIL IT RUNS OUT! IT'S TIME TO RETREAT...
...AND NONE TOO SOON! HERE COME THE OTHERS!
WAM!
HAVE A TASTE OF YOUR OWN ARTILLERY, YOU DEAD-PAN COMICS!!
CAP RUNS LIKE A DEER PURSUED BY HUNTERS --AS FIERY DEATH PLAGUES HIS FLIGHT!
THEY ALMOST GOT ME THAT TIME!
VDOOM!
THEN, LIKE A BECKONING HAVEN OF REFUGE, THE CAPTIVE'S SPACESHIP LOOMS INTO VIEW...
IT'S JUST A FEW HUNDRED YARDS TO SAFETY! I HOPE THAT HENDRICKS LEFT A HATCH OPEN FOR ME!
THERE IS A LOW, HISSING SOUND AS CAP CLOSES IN UPON HIS OBJECTIVE...AN OPENING APPEARS IN THE SHIP'S HULL. IT SHUTS AFTER CAP HURTLES THROUGH...
I MADE IT! BUT IT TOOK A BIT OF DOING!
WELCOME BACK, CAPTAIN AMERICA!


THAT WAS NO PICNIC OUT THERE! THE MEADOW IS SWARMING WITH MURDEROUS MISFITS--AND THEY'RE ALL HEADING THIS WAY!!
I TRUST THAT YOU AND HENDRICKS HAVE MADE THE MOST OF WHAT LITTLE TIME I'VE BOUGHT YOU!
THE TIME WAS WELL SPENT!! I--AM--STRONGER NOW!!


WHAT ARE YOU TALKING ABOUT? WHERE'S JIM HENDRICKS? I'VE GOT SOME LAST MINUTE INSTRUCTIONS TO DISH OUT BEFORE THE STORM HITS US!
YOU'LL FIND HENDRICKS BELOW... IN THE SHIP'S HOLD...

HE'S HAD TIME ENOUGH TO CHECK YOUR ARSENAL OF WEAPONS!
JIM! FRONT AND CENTER!
HE MAY NOT BE ABLE TO HEAR YOU... I SUGGEST THAT YOU FIND HIM!

FOR A FLEETING SECOND, CAP FEELS A STRANGE NOTE OF MENACE IN THE ALIEN'S VOICE... BUT HE SHRUGS IT OFF AND CONTINUES HIS DESCENT...
HENDRICKS!! WHERE IN BLAZES ARE YOU?
WHY DON'T YOU ANSWER?

HEY! LITTLE SIR CAPTIVE!! IT'S PITCH BLACK DOWN HERE!! LET'S HAVE SOME LIGHT! I CAN'T SEE A THING!!
I'M NOT GETTING ANY RESPONSE FROM HENDRICKS!! HAS ANY-THING HAPPENED TO HIM??

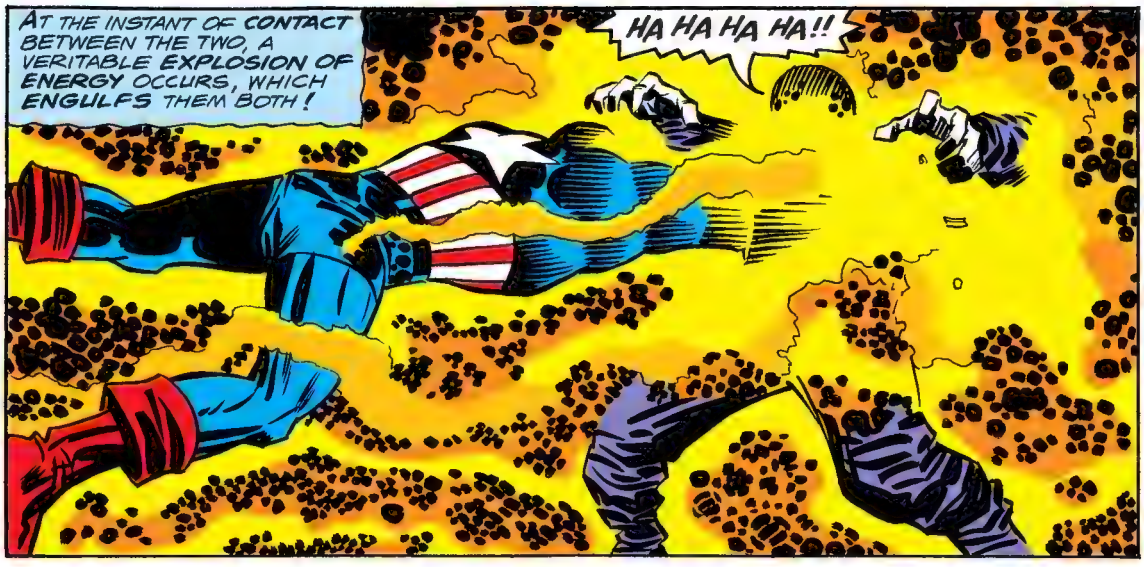
PATIENCE, EARTHMAN. YOU SHALL HAVE LIGHT--AND A LOOK AT YOUR FRIEND!
WHA--!!?? HENDRICKS IS LYING ON THE FLOOR! H-HE'S PASSED OUT--!
WRONG, EARTHMAN! EXAMINE HIM!
ONCE MORE, THE FEELING OF DREAD SEIZES CAP... BUT THIS TIME, IT LINGERS AND GROWS, AS THE THING BENEATH HIS TOUCH REVEALS ITS CONDITION...
WHEN CAP TURNS THE BODY OVER, THE OUTRAGE OF WHAT HAS BEEN DONE TO JIM HENDRICKS STARES UP AT HIM IN ALL OF ITS STARK HORROR!!
JIM-- OH, MY GOD--!
TH-THERE'S NOTHING LEFT OF HIM... H-HE'S A DRY, EMPTY HUSK... I-IT'S AS IF...
SAY IT, EARTHMAN--! IT'S AS IF THE VERY LIFE-FORCE HAD BEEN DRAINED FROM HIS BODY!!
YOU--YOU INGRATE! YOU DETESTABLE, LITTLE FIEND!! YOU DID THIS! DIDN'T YOU!? DIDN'T YOU!?
I NEEDED STRENGTH!! I TOOK STRENGTH! THAT'S ALL!!
I AM A CREATURE OF POWER, YOU DOLT! I GROW STRONG ON THE LIFE-FORCE OF OTHERS!
YOU MEAN, YOU'RE SOME SORT OF PARASITE! A VIRUS FROM SPACE!
EVEN YOUR CHILDISH DRAMATICS FALL SHORT OF MY REAL POTENTIAL, FOOL! YOU'RE QUITE AMUSING! HAHAHAHA!

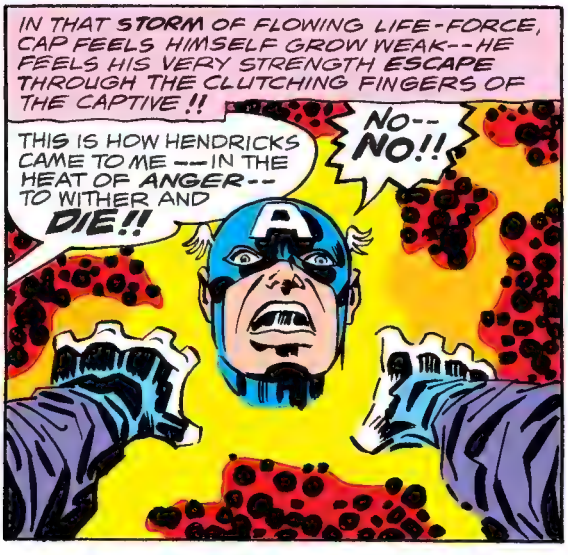
THE SHADOWS IN THE CHAMBER SEEM TO GATHER AT THE CAPTIVE'S BIDDING... HIS FEATURES BECOME A GROTESQUE MASK, AS ELECTRIC CHARGES CRACKLE AND WRITHE FROM THE DISTORTED SOCKETS OF HIS EYES...
BEHOLD, THE MIRACLE OF LIFE-FORCE, EARTHMAN...THE FOOD OF THE GODS!! IT MADE MY SPECIES THE TERROR OF THE UNIVERSE!!

YES, WE WERE FEARED AND HATED--BUT NEVER CONQUERED! OUR STAR-SHIPS ROAMED AT WILL! WHEREVER LIFE TEEMED IN ABUNDANCE, WE DRAINED IT AND GREW STRONGER! ENTIRE POPULATIONS FLED THEIR WORLDS AT OUR APPROACH!!!
TO THINK THAT JIM THAT I PROTECTED A THING AS FOUL AS YOURSELF!

HAHAHAHA! IT TOOK MORE THAN EPITHETS TO TURN THE TIDE AGAINST US...THERE WERE CIVILIZATIONS THAT BRED "INORGANIC" LIFE TO COMBAT MY SPECIES! ROBOTS, ANDROIDS, AND THINGS SUCH AS THOSE WHO HUNT ME NOW--IT WAS SUCH CURSED "NEO-LIFE" THAT DESTROYED US!!
TERRIFIC! THAT WAS TERRIFIC!! ONLY THEY DIDN'T FINISH THE JOB!! THEY LEFT YOU ALIVE!

CAP IS UNABLE TO SUPPRESS HIS LOATHING ANY LONGER! HE RUSHES THE CAPTIVE!!
I WAS CONFINED TO THE BLACK HOLE STAR! BUT I LIVED TO ESCAPE!
I CAN FIX THAT!! I'LL FIX THAT RIGHT NOW!


AT THE INSTANT OF CONTACT BETWEEN THE TWO, A VERITABLE EXPLOSION OF ENERGY OCCURS, WHICH ENGULFS THEM BOTH!
HA HA HA HA!!


IN THAT STORM OF FLOWING LIFE-FORCE, CAP FEELS HIMSELF GROW WEAK--HE FEELS HIS VERY STRENGTH ESCAPE THROUGH THE CLUTCHING FINGERS OF THE CAPTIVE!!
THIS IS HOW HENDRICKS CAME TO ME --- IN THE HEAT OF ANGER-- TO WITHER AND DIE!!
NO-- NO!!

CAP RALLIES WHAT STRENGTH HE HAS LEFT, AND TEARS HIMSELF FROM THE CAPTIVE'S GRIP!!!
YOU MERELY DELAY THE PROCESS, EARTHMAN! RESISTANCE IS USELESS!
YOU WON'T GET ME, YOU DEVIL! YOU WON'T--!

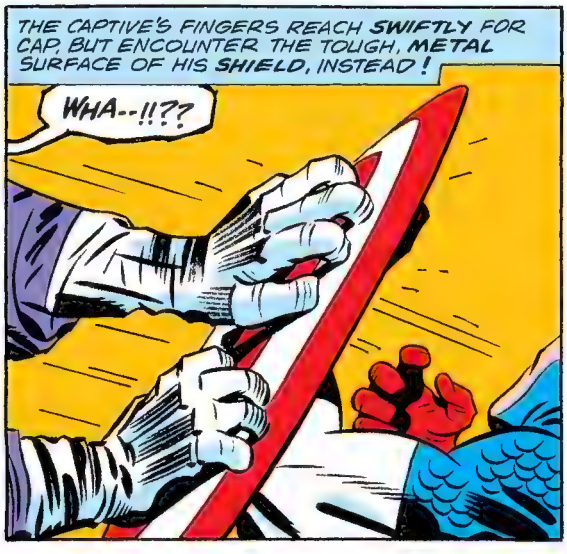
YOURS IS NO MORE THAN MOCK DEFIANCE! SAY WHAT YOU WILL OF DEATH... BUT YOU CANNOT CHEAT HIM OF HIS DUE!
AS DEATH, I CLAIM YOU! AS DEATH I SHALL HAVE YOU...
I'LL BEAT YOU! I'LL BEAT YOU!!

DON'T YOU SEE, YOU LIMITED LUMP OF CLAY? I AM DEATH IN SEARCH OF LIFE!!
WILD CHANCE BROUGHT ME TO THIS WORLD... BUT HERE I SHALL FULFILL MY DREAM OF RENEWED POWER! YOUR EARTH IS IDEAL FOR MY PURPOSE!

THERE IS INDEED NEW STRENGTH IN THE CREATURE... IT SEEMS LARGER, MORE VITAL! ITS EYES GLARE WITH ARROGANCE... AND ITS FANG-LIKE TEETH ARE LIKE GLISTENING WHITE SWORDS... IT IS TRULY THE FACE OF DEATH FROM THE DISTANT GALAXIES...
THINK OF IT, EARTHMAN! THINK OF THE UNSUSPECTING BILLIONS THAT POPULATE THIS WORLD!! HOW I SHALL GORGE MYSELF UPON THAT SUPPLY OF FODDER! I'LL MAKE IT LAST FOR COUNTLESS CENTURIES! I SHALL BREED YOUR KIND LIKE CATTLE!
AND, ON THE DAY WHEN THEY ARE GONE, I SHALL ROAM THE GALAXIES ONCE MORE--SEEKING AND FINDING AMONG ITS ENDLESS SOLAR SYSTEMS THE LIFE-FORCE WHICH MAKES ME THE ULTIMATE POWER!--THE LAST, BUT GREATEST OF THE SPECIES!
I-IT'LL NEVER HAPPEN! I-IF I CAN'T STOP YOU, OTHERS WILL!! THEY WON'T REST UNTIL YOU'VE BEEN SENT BACK TO THE HELL YOU CAME FROM!! THEY'RE AFTER YOU NOW! YOUR FATE IS SEALED!!

NOTHING SHALL STOP ME NOW, EARTHMAN! THE LIFE-FORCE I TOOK FROM HENDRICKS HAS GIVEN ME RENEWED POWER--YOURS SHALL MAKE ME EVEN STRONGER!!

GIVE ME YOUR LIFE-FORCE, CAPTAIN AMERICA! YOU'VE BEEN WEAKENED!! YOU'VE GOT NO CHOICE!!
COME--AND--GET IT--YOU--YOU--MONSTROSITY!

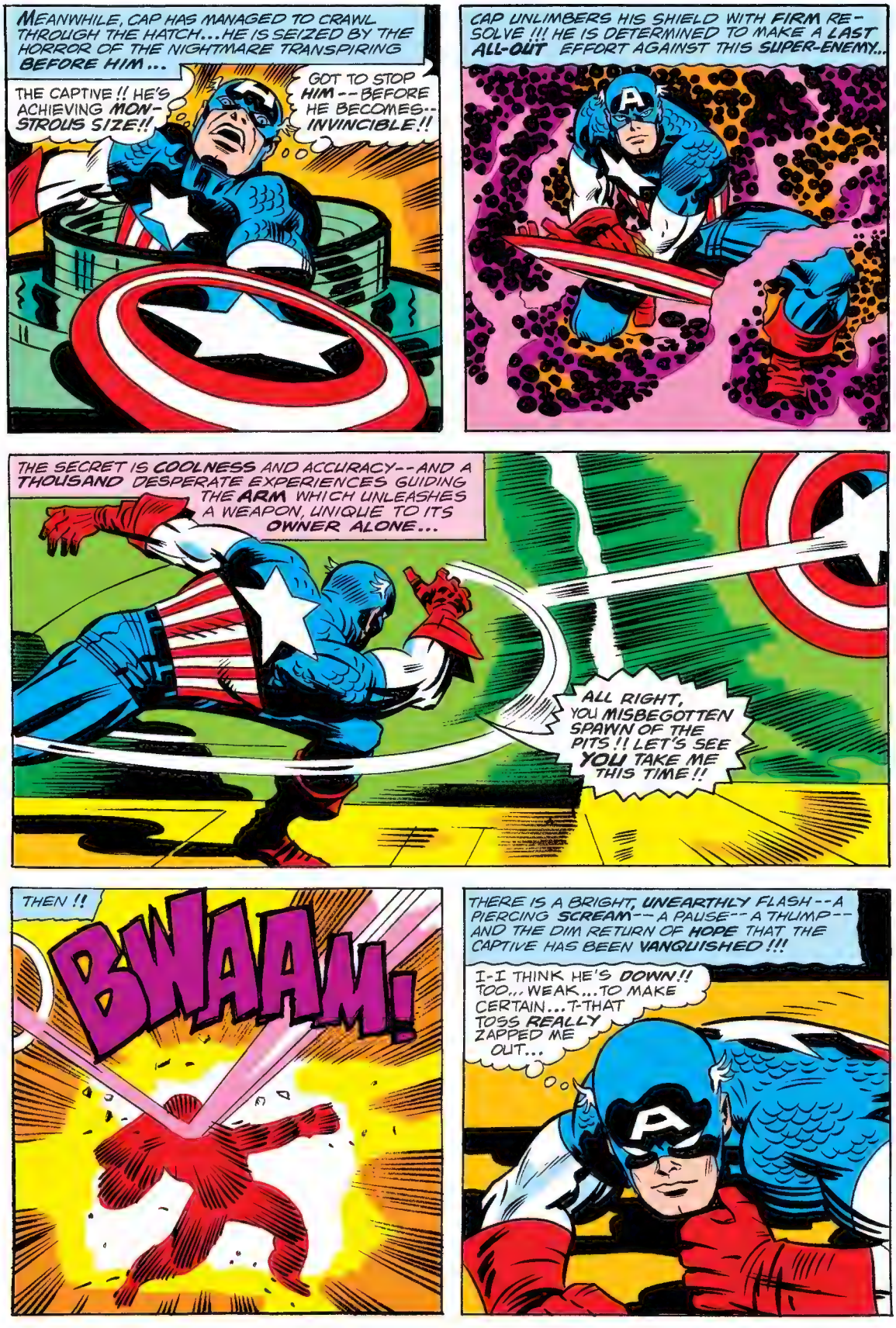

THE CAPTIVE'S FINGERS REACH SWIFTLY FOR CAP, BUT ENCOUNTER THE TOUGH, METAL SURFACE OF HIS SHIELD, INSTEAD!
WHA--!!??

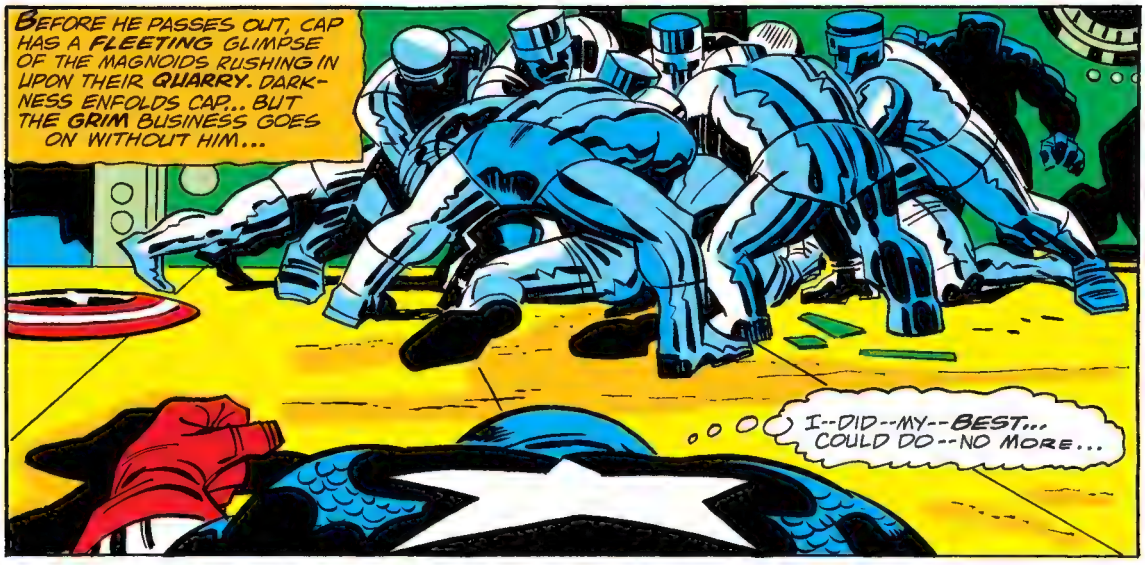
FOOL! DON'T FIGHT THE INEVITABLE! YIELD IN SILENCE--OR DIE LIKE HENDRICKS DID--IN ONE VIOLENT OUTBURST OF ENERGY, WHICH LEFT HIM AN EMPTY SHELL!!
I'LL--DECIDE--HOW--I WANT--TO DIE!!

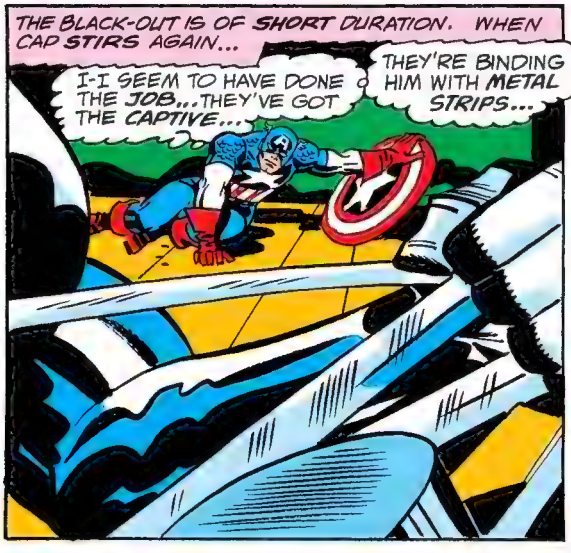
CAP USES WHAT STRENGTH HE HAS LEFT TO STRUGGLE AGAINST THIS POWERFUL CREATURE... BUT HE KNOWS THAT HIS SHIELD WILL KEEP THE THING AT BAY FOR ONLY A SHORT TIME...
I-IT'S USELESS! I-I CAN'T KEEP THIS UP MUCH LONGER! BUT I'LL BATTLE HIM--'TIL THE--END!

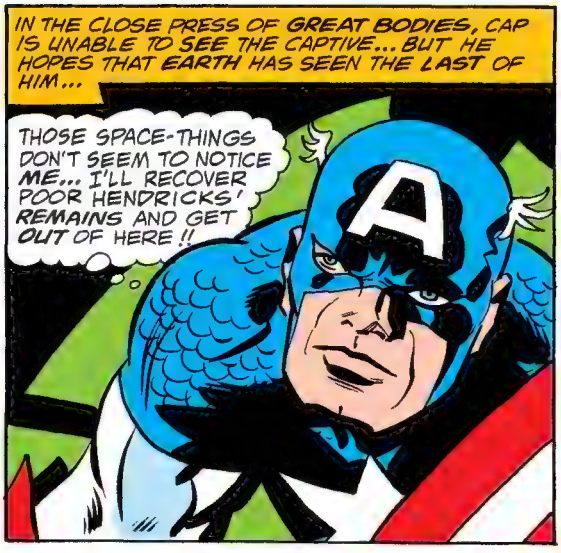
SUDDENLY--FROM THE CHAMBER ABOVE--
BAM! CLUMP!
INTRUDERS!! THEY'VE BROKEN INTO THE SHIP!!
BUT I'LL DEAL WITH THEM!!

THE SPACESHIP ECHOES WITH THE SOUND OF HEAVY FOOT-STEPS... THE MAGNOIDS HAVE FORCED AN ENTRANCE AND ARE SWARMING IN TO SEEK THEIR PREY...
SPANG!
AS THE CAPTIVE LEAPS FROM A NEARBY HATCH, HIS PURSUERS OPEN FIRE !!
HAHAHAHA! YOU'RE TOO LATE !! I AM THE CAPTIVE NO LONGER!
LOOK AT ME!! DO I LOOK LIKE THE WEAKLING YOU'VE HUNTED IN SPACE FOR SO LONG?!
I'VE HAD A RECHARGE OF LIFE-FORCE ENERGY! I'M GROWING STRONGER AND LARGER EVERY MOMENT! WATCH AND TREMBLE !!
IN THAT SEETHING MAELSTROM OF RAW, LIVING ENERGY, THE CAPTIVE GROWS! HIS MUSCLES BURGEON. HE BECOMES A TOWERING FIGURE OF MASSIVE PROPORTIONS !!


MEANWHILE, CAP HAS MANAGED TO CRAWL THROUGH THE HATCH...HE IS SEIZED BY THE HORROR OF THE NIGHTMARE TRANSPIRING BEFORE HIM...
THE CAPTIVE!! HE'S ACHIEVING MONSTROUS SIZE!!
GOT TO STOP HIM--BEFORE HE BECOMES--INVINCIBLE!!
CAP UNLIMBERS HIS SHIELD WITH FIRM RESOLVE!!! HE IS DETERMINED TO MAKE A LAST ALL-OUT EFFORT AGAINST THIS SUPER-ENEMY...
THE SECRET IS COOLNESS AND ACCURACY--AND A THOUSAND DESPERATE EXPERIENCES GUIDING THE ARM WHICH UNLEASHES A WEAPON, UNIQUE TO ITS OWNER ALONE...
ALL RIGHT, YOU MISBEGOTTEN SPAWN OF THE PITS!! LET'S SEE YOU TAKE ME THIS TIME!!
THEN!!
BWAAM!
THERE IS A BRIGHT, UNEARTHLY FLASH--A PIERCING SCREAM--A PAUSE--A THUMP--AND THE DIM RETURN OF HOPE THAT THE CAPTIVE HAS BEEN VANQUISHED!!!
I-I THINK HE'S DOWN!! TOO...WEAK...TO MAKE CERTAIN...T-THAT TOSS REALLY ZAPPED ME OUT...


BEFORE HE PASSES OUT, CAP HAS A FLEETING GLIMPSE OF THE MAGNOIDS RUSHING IN UPON THEIR QUARRY. DARKNESS ENFOLDS CAP... BUT THE GRIM BUSINESS GOES ON WITHOUT HIM...
I--DID--MY--BEST... COULD DO--NO MORE...


THE BLACK-OUT IS OF SHORT DURATION. WHEN CAP STIRS AGAIN...
I-I SEEM TO HAVE DONE THE JOB...THEY'VE GOT THE CAPTIVE...
THEY'RE BINDING HIM WITH METAL STRIPS...

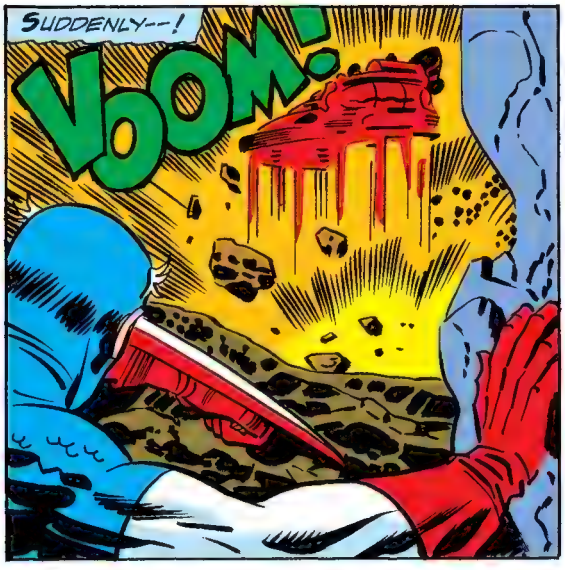

IN THE CLOSE PRESS OF GREAT BODIES, CAP IS UNABLE TO SEE THE CAPTIVE... BUT HE HOPES THAT EARTH HAS SEEN THE LAST OF HIM...
THOSE SPACE-THINGS DON'T SEEM TO NOTICE ME... I'LL RECOVER POOR HENDRICKS' REMAINS AND GET OUT OF HERE !!

BUT, CAP IS UNAWARE THAT THE PROCEEDINGS ARE BEING MONITORED FROM THE ORBITING WARSHIP...
THIS TERRAN HAS BEEN A THORN IN OUR SIDE !!
INCREDIBLE AS IT SEEMS THOUGH, THE INTERFERING EARTHMAN HAS ACCOMPLISHED OUR TASK! I WONDER WHAT OPENED HIS EYES TO THE DANGER?

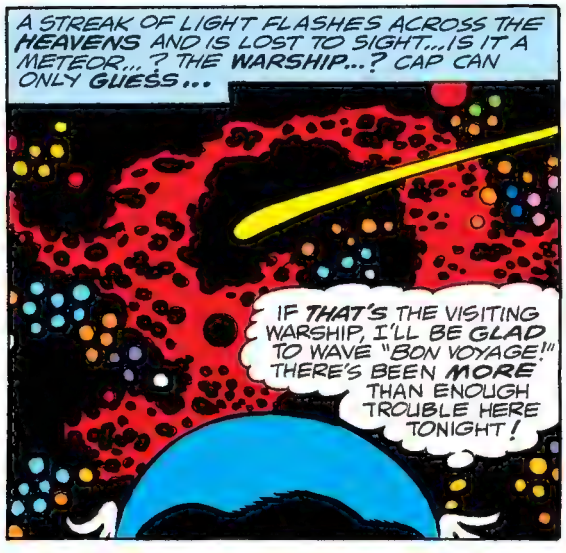
SEE, COMMANDER. HE LEAVES THE SHIP WITH THE CORPSE OF HIS COMPANION--A VICTIM OF THE CAPTIVE, NO DOUBT!
THAT EXPLAINS HIS ANGER... THUS, WE'VE MADE AN ALLY OF THIS STRANGE BEING.

FOCUS ON THE CAPTIVE! THAT DEVIL IS OUR PRIME CONCERN! THE MAGNOIDS MUST HAVE HIM SECURELY BOUND BY NOW...
IT IS SO, COMMANDER! THERE! THE CAPTIVE IS IN FULL VIEW--AND UNDER RESTRAINT!
THE BONDS ARE OF SIMPLE, INORGANIC MATERIAL... BUT THEY DO A GIANT'S TASK...
HEAR THE CURSED ONE BOAST! HE DOESN'T REALIZE WHAT OUR PLANS ARE...
THIS WON'T HOLD ME FOR LONG! I'LL BREAK FREE AGAIN--TO YOUR SORROW.
SWINE! PIGS OF THE GALAXIES! YOU'LL PAY FOR THIS!!
THERE ISN'T A FOUL TRAP IN ALL OF SPACE THAT CAN HOLD THE CAPTIVE!! HAHAHAHA!! I'LL BE BACK, I TELL YOU!! I'LL SEEK YOU OUT AND EMPTY YOUR WORLDS OF LIFE!! HAHAHAHAHA!!!
THE MAGNOIDS DO NOT LISTEN--THEIR WORK IS DONE!! THEIR ORDERS ARE TO LEAVE THE CAPTIVE AND RETURN TO THEIR VEHICLE...
MEANWHILE, IN THE WARSHIP, THE LAST ORDER IS GIVEN...
ACTIVATE THE LIGHT-YEAR SLING! SET ITS COORDINATES FOR MAXIMUM RANGE. WE'LL SEE IF THE CAPTIVE COMES BACK FROM THE STAR CALLED EPSILON FOUR!
EPSILON FOUR! I SEE WHAT YOU MEAN, SIR... IT'S A FINE CHOICE!
A MOMENT LATER, THE RAYS OF THE "LIGHT-YEAR SLING" DESCEND AND SEIZE THE CAPTIVE'S SHIP! IT IS LIFTED SPEEDILY INTO SPACE...!
THE SHIP IS HELD, SIR...
INITIATE STANDARD PROCEDURE!

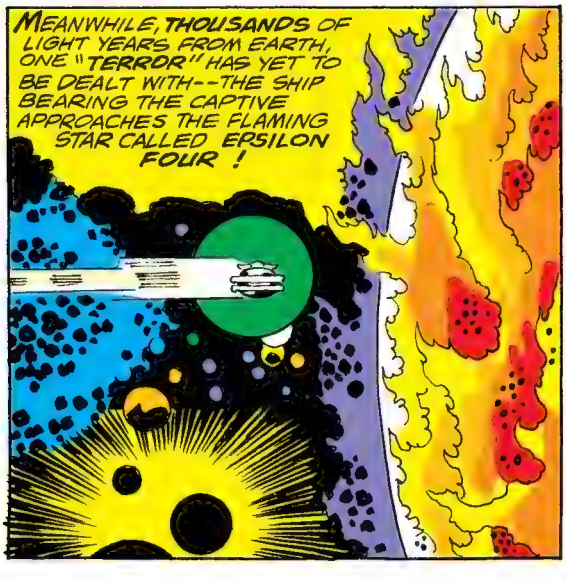
THE "LIGHT-YEAR SLING" BRINGS THE VESSEL HIGH ABOVE THE EARTH--AND, WITH FANTASTIC FORCE, WHIPS IT INTO DEEP SPACE...
AT FASTER-THAN-LIGHT SPEEDS, THE CAPTIVE IS HURLED ACROSS UNIMAGINABLE DISTANCES IN A MATTER OF SECONDS. HIS FATE AWAITS HIM SOMEWHERE BEYOND THE FARTHEST SUNS...
IT IS NIGHT ON EARTH...THE FOREST BIRDS ARE SILENT...BLACK SHADOWS CLOAK THE SCENES OF RECENT STRIFE...THEY ALSO HIDE THE MAN WHOSE EYES ARE RIVETED ON THE STARRY SKY...
I-IT'S HARD TO BELIEVE THE CAPTIVE IS GONE... FOR ONE TERRIFYING MOMENT, THIS WORLD WAS IN MORTAL DANGER FROM AN ENEMY TOO GHASTLY TO THINK ABOUT!
I'M COUNTING ON HIS JAILERS TO MAKE CERTAIN THAT THE CAPTIVE IS NEVER SEEN AGAIN...
THEN, CAP SADLY TURNS TO THE SPOT WHERE JIM HENDRICKS LIES.
YOUR DEATH WILL NOT BE IN VAIN, JIM...WE'VE LEARNED A VALUABLE LESSON...
EARTH MUST BE FOREVER ON ITS GUARD--AND NOW, AS IN THE PAST--WE MUST ASK OURSELVES: WHO COMES FROM SPACE--FRIEND--OR FOE?
I'D BETTER CHECK ON THE WHEREABOUTS OF THOSE METAL MUGGERS! THEY MAY STILL BE AROUND!!

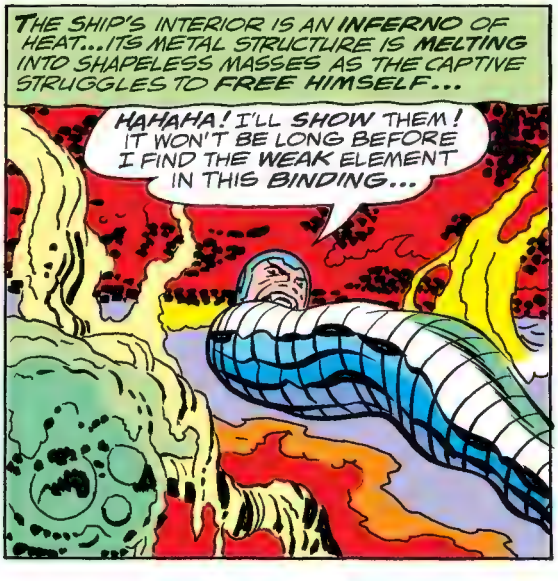

SUDDENLY--!
VOOM!

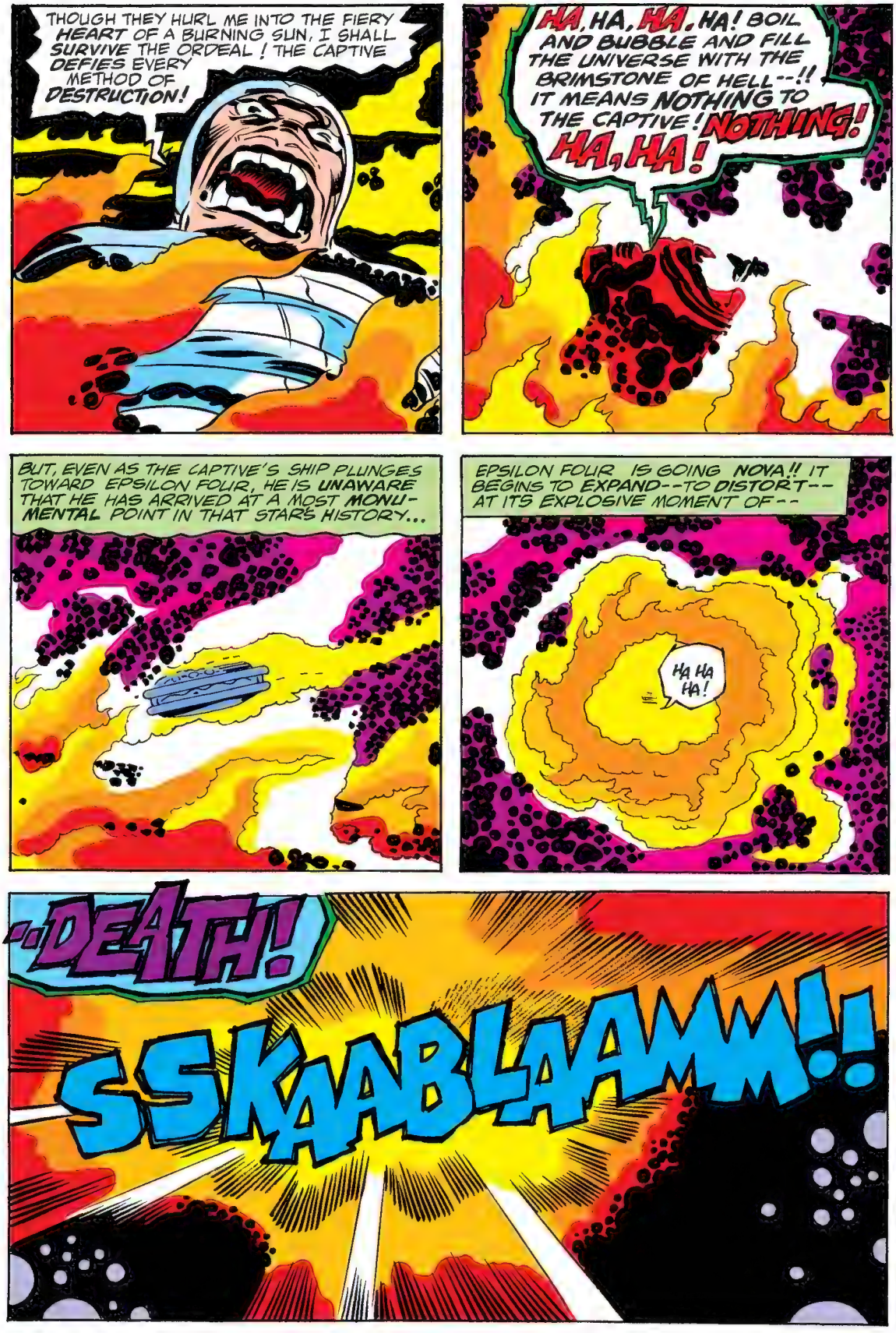
THAT DOES IT... THEY'VE TAKEN OFF, TOO... LOOKS LIKE THEY'VE GONE TO REJOIN THAT WARSHIP IN ORBIT!
NOW THAT THEY'VE GOTTEN WHAT THEY CAME FOR, I HOPE THEY'LL DEPART FOR HOME-- WHEREVER THAT IS!

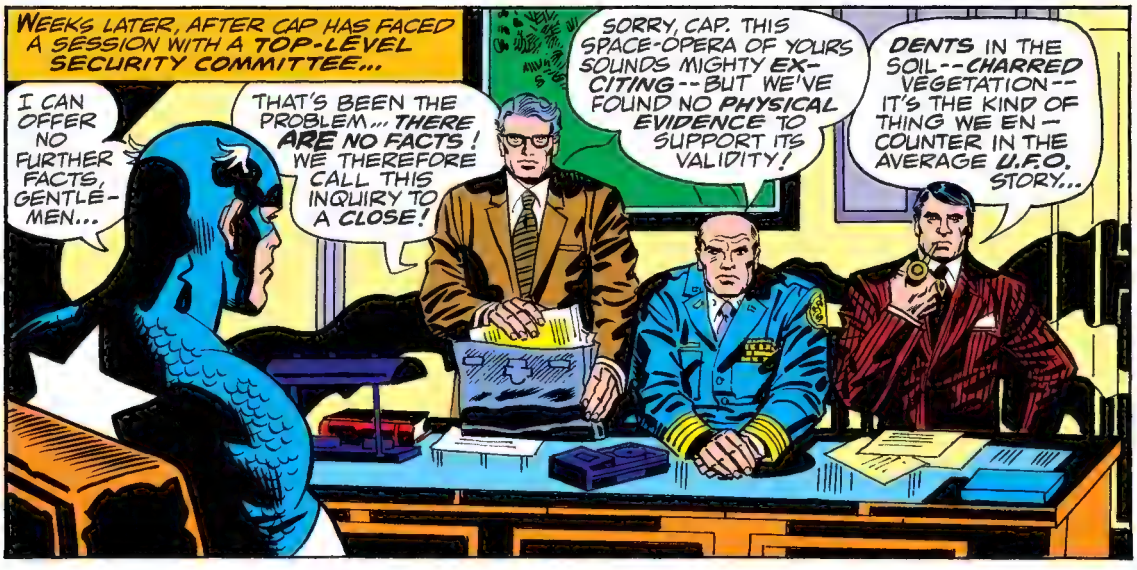

A STREAK OF LIGHT FLASHES ACROSS THE HEAVENS AND IS LOST TO SIGHT... IS IT A METEOR...? THE WARSHIP...? CAP CAN ONLY GUESS...
IF THAT'S THE VISITING WARSHIP, I'LL BE GLAD TO WAVE "BON VOYAGE!" THERE'S BEEN MORE THAN ENOUGH TROUBLE HERE TONIGHT!

STILL, A MAN CAN'T HELP BUT WONDER ABOUT THE INFINITE... FOR EVERY TERROR, THOSE BILLIONS OF STARS MUST HIDE A MIRACLE OF LIFE... PERHAPS A LIVING THING OF INSPIRING DIMENSIONS... A FRIEND TO ALL IT TOUCHES.
WE'VE SEEN SO MUCH THESE PAST YEARS--AND YET, HARDLY ANY-THING AT ALL!!


MEANWHILE, THOUSANDS OF LIGHT YEARS FROM EARTH, ONE "TERROR" HAS YET TO BE DEALT WITH--THE SHIP BEARING THE CAPTIVE APPROACHES THE FLAMING STAR CALLED EPSILON FOUR!


THE SHIP'S INTERIOR IS AN INFERNO OF HEAT... ITS METAL STRUCTURE IS MELTING INTO SHAPELESS MASSES AS THE CAPTIVE STRUGGLES TO FREE HIMSELF...
HAHAHA! I'LL SHOW THEM! IT WON'T BE LONG BEFORE I FIND THE WEAK ELEMENT IN THIS BINDING...


THOUGH THEY HURL ME INTO THE FIERY HEART OF A BURNING SUN, I SHALL SURVIVE THE ORDEAL ! THE CAPTIVE DEFIES EVERY METHOD OF DESTRUCTION!
HA, HA, HA, HA! BOIL AND BUBBLE AND FILL THE UNIVERSE WITH THE BRIMSTONE OF HELL--!! IT MEANS NOTHING TO THE CAPTIVE! NOTHING! HA, HA!
BUT, EVEN AS THE CAPTIVE'S SHIP PLUNGES TOWARD EPSILON FOUR, HE IS UNAWARE THAT HE HAS ARRIVED AT A MOST MONUMENTAL POINT IN THAT STAR'S HISTORY...
EPSILON FOUR IS GOING NOVA!! IT BEGINS TO EXPAND--TO DISTORT--AT ITS EXPLOSIVE MOMENT OF--
HA HA HA!
--DEATH!
SSKAABLAAMM!!


WEEKS LATER, AFTER CAP HAS FACED A SESSION WITH A TOP-LEVEL SECURITY COMMITTEE...
I CAN OFFER NO FURTHER FACTS, GENTLEMEN...
THAT'S BEEN THE PROBLEM... THERE ARE NO FACTS! WE THEREFORE CALL THIS INQUIRY TO A CLOSE!
SORRY, CAP. THIS SPACE-OPERA OF YOURS SOUNDS MIGHTY EXCITING--BUT WE'VE FOUND NO PHYSICAL EVIDENCE TO SUPPORT ITS VALIDITY!
DENTS IN THE SOIL--CHARRED VEGETATION--IT'S THE KIND OF THING WE ENCOUNTER IN THE AVERAGE U.F.O. STORY...

SORRY ABOUT HENDRICKS... THE CIRCUMSTANCES OF HIS DEATH SEEM HIGHLY UNUSUAL, BUT NOTHING BEYOND OUR KNOWLEDGE...
THAT'S IT, THEN--YOU'RE CLOSING THE BOOK ON THIS INCIDENT.
I MUST LEAVE... I HAVE AN APPOINTMENT AT THREE.
I'LL JOIN YOU IN A MOMENT, JOHN.

OFFICIALLY, THERE'S BEEN NO INCIDENT, CAP... ONLY YOUR PRESTIGE HAS EARNED YOU THIS HEARING. YOU GOT IT... AND NOW, IT'S OVER.
I...SEE...
DO YOU--? ALIENS ARE EASY FOR YOU TO UNDERSTAND, YOU'VE FOUGHT KREE AND SKRULL ALIKE, CONSORTED WITH A LIVING... GOD...

BUT WHAT DOES THE AVERAGE MAN KNOW--OR CARE--OF GALACTUS, OR THE WATCHER... OR ANY OF THE MYRIAD NIGHTMARES WE'VE DISCOVERED THESE PAST FEW YEARS?
AND IF THE AVERAGE MAN DID KNOW...GOOD LORD, MAN, JUST IMAGINE THE PANIC...THE TERROR...

WE DOWNPLAY UFO'S BECAUSE WE HAVE TO, CAP... TO PRESERVE MANKIND'S COLLECTIVE SANITY...
...BUT WHO KNOWS, MAYBE SOMEDAY WE'LL BE ABLE TO MEET THESE ALIENS ON THEIR LEVEL.
SOMEDAY, BUT NOT TODAY...
LET'S HOPE SO, GENERAL.

BECAUSE WE'RE NOT ALONE IN THE TEEMING FIRMAMENT... LOOK TO THE STARS, EARTH! LOOK TO THE STARS!!
THE END

CAPTAIN AMERICA ANNUAL
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MARVEL COMICS GROUP™
KING-SIZE ANNUAL!
ALL NEW!
CAPTAIN AMERICA
APPROVED BY THE COMICS CODE AUTHORITY
DOUBLE LENGTH ACTION FROM JACK "KING" KIRBY!
AT THE MERCY OF MAGNETO--
AND HIS ALL-NEW BROTHERHOOD OF EVIL MUTANTS!

1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation*...to awaken in the *mid-1960's*, a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

Stan Lee PRESENTS: **CAPTAIN AMERICA!** ™

WRITTEN, DRAWN & EDITED BY: JACK KIRBY | INKED BY: VERPOORTEN & TARTAGLIONE | LETTERED BY: NOVAK COLORED BY: ROUSSOS | APPRECIATED BY: ARCH GOODWIN

POWER FOR GOOD OR EVIL AFFECTS THE DESTINY OF ALL HUMANITY! IT IS THE BATTLE FOR THIS POWER THAT PLUNGES OUR MOST FAMOUS SUPER-HERO INTO A BIZARRE AND DEADLY SITUATION WHICH CANNOT BE SURPASSED FOR SHEER TENSION, TERROR AND TRANS-HUMAN TURMOIL!! ABOVE ALL, THIS IS A TALE OF MUTANTS! THEN, ADD THE GREED OF THE VILLAINOUS **MAGNETO** -- AND, YOU'VE GOT THE INGREDIENTS FOR--

THE GREAT MUTANT MASSACRE!

— WANT AD —

UNIQUE AND TALENTED MUTANT SEEKS HOME ENVIRONMENT AND CARE FROM CONCERNED AND SENSITIVE PERSONS OR AGENCIES EQUIPPED TO HELP ...

An interview for interested parties can be obtained at the address listed below...

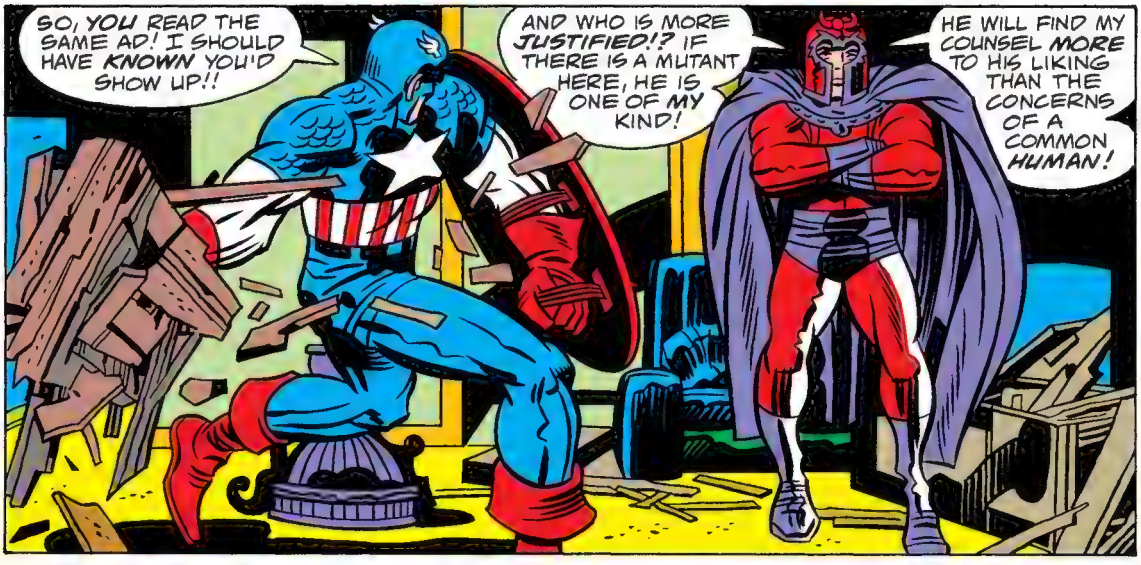
TA

IN ANSWER TO THIS UNUSUAL NEWSPAPER CLIPPING, CAPTAIN AMERICA SUDDENLY FINDS HIMSELF THE CENTER OF AN UNEXPECTED FLURRY OF ACTION!!!

A SURPRISE ATTACK *DOESN'T* ALWAYS WORK, MAGNETO! I'M STEAMED UP ENOUGH TO BREAK THROUGH THIS MAGNETIZED JUNK AND *TWIST* THAT NECK OF YOURS!!!

I'M WILLING TO *TALK*, SUPER-HERO! I DO *NOT* WISH TO *WASTE* MY POWER ON ONE SUCH AS *YOU!*

WHAM!


SO, YOU READ THE SAME AD! I SHOULD HAVE KNOWN YOU'D SHOW UP!!
AND WHO IS MORE JUSTIFIED!? IF THERE IS A MUTANT HERE, HE IS ONE OF MY KIND!
HE WILL FIND MY COUNSEL MORE TO HIS LIKING THAN THE CONCERNS OF A COMMON HUMAN!

HE'LL LAND IN JAIL IF HE TAKES YOUR ADVICE! IN FACT, I'M ANXIOUS TO LEARN WHAT YOU HAVE IN MIND!!
HAHAHA!! HOW YOU HEROES LOVE TO MEDDLE IN THE AFFAIRS OF OTHERS!

IN YOUR CASE, I'D CALL IT CRIME PREVENTION!
NATURALLY! WHAT ARE ENEMIES FOR!?
I DON'T KNOW WHAT YOU'RE UP TO, MAGNETO, BUT YOU CAN COUNT ON ME TRYING TO STOP IT!

I WARN YOU AGAINST USING ANY RECKLESS ACTION! MY MAGNETIC POWERS CAN BE USED WITH MORE DAMAGING FORCE THAN I'VE DEMONSTRATED! OUR NEXT ENCOUNTER MAY BE YOUR LAST!
I'VE FACED YOU BEFORE!* I'M WELL AWARE OF WHAT YOU CAN DO!
*AVENGERS 110-111. --ARCH.

AT THAT MOMENT...
HEY! W-WHAT'S GOIN' ON!??
NEVER MIND THAT! ARE YOU JOE KEEGAN?

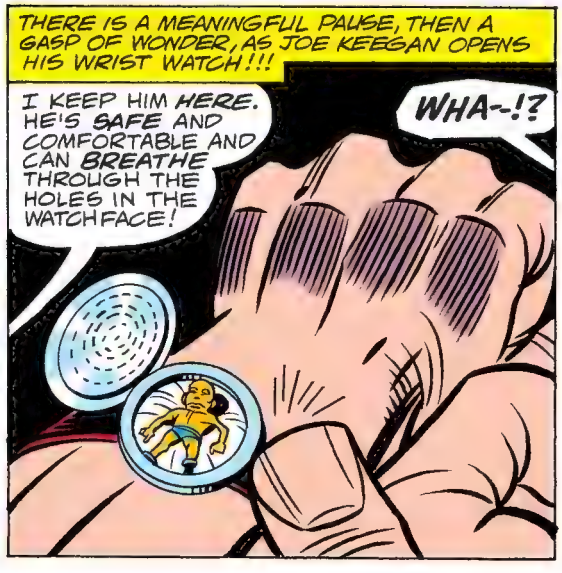
DID YOU PLACE THE AD IN TODAY'S NEWSPAPER?
WOW! YOU SUPER-JOCKS WOULD RATHER FIGHT THAN TALK!
ANSWER THE QUESTION!

IS THERE REALLY A MUTANT LIVING HERE? ARE YOU SEEKING A PROPER HOME ENVIRONMENT FOR HIM?
SURE! IT'S NO GAG! ALTHOUGH I DID FIGURE TO GET MORE LAUGHERS THAN TAKERS!

DO YOU KNOW WHAT IT'S LIKE TO LIVE WITH A MUTANT? I'M AN ORDINARY GUY--WITH AN ORDINARY JOB--I--I CAN'T LOOK AFTER SOMEONE WHO NEEDS SCIENTIFIC CARE!

LOOK--I FOUND HIM WHILE I WAS DRIVING MY TRUCK ON THE HIGHWAY. HE WAS WITH A --A FRIEND--GOING NOWHERE. SO, I TOOK THEM TO MY PLACE.

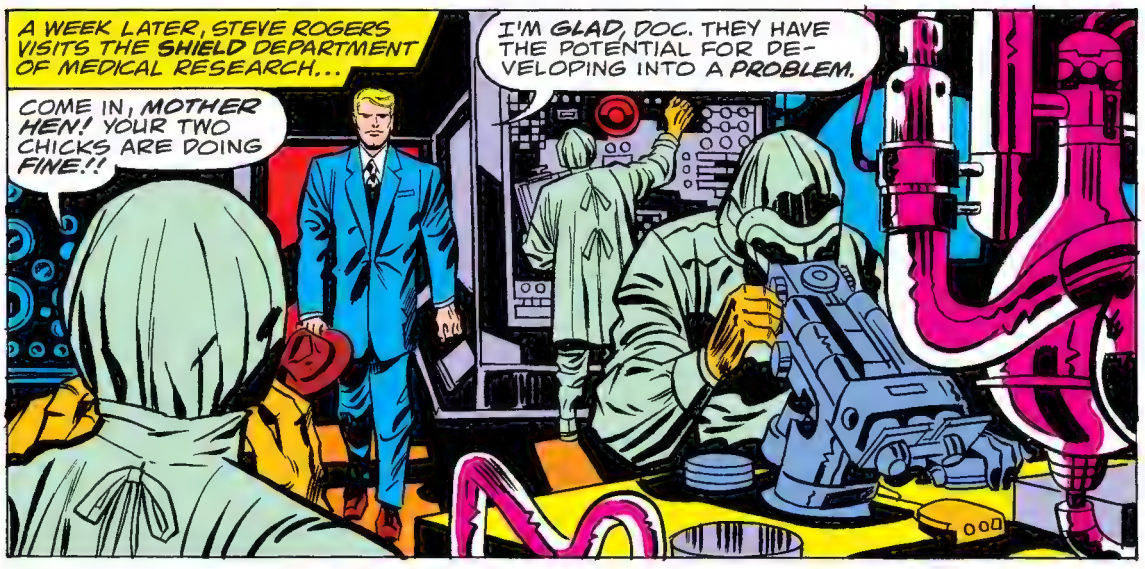
BUT, WHAT MAKES YOU THINK THAT YOUR "PICK-UP" IS A MUTANT?
HEY, HE CAN'T BE ANYTHING ELSE!
WHERE IS THIS UNUSUAL PERSON?

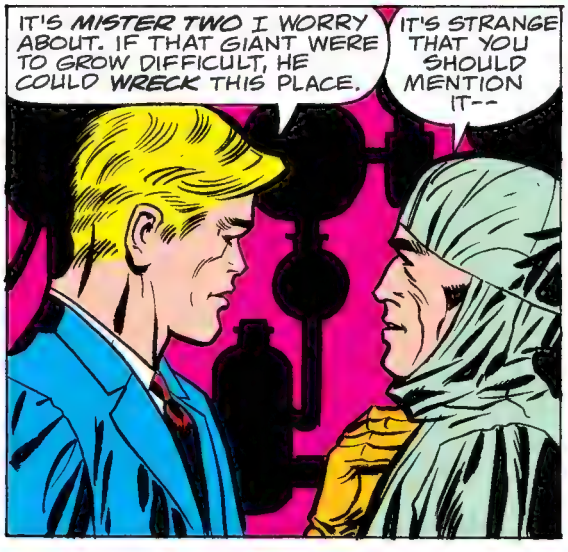

THERE IS A MEANINGFUL PAUSE, THEN A GASP OF WONDER, AS JOE KEEGAN OPENS HIS WRIST WATCH!!!
I KEEP HIM HERE. HE'S SAFE AND COMFORTABLE AND CAN BREATHE THROUGH THE HOLES IN THE WATCHFACE!
WHA--!?

I CALL HIM "MISTER ONE." HE DOESN'T TALK-- BUT HE CAN THINK RIGHT AT YOU AND TELL YOU WHAT HE WANTS!
W-WHY HE'S ONE OF THE MOST INCREDIBLE SIGHTS I'VE EVER SEEN! THERE ARE INSECTS WHICH ARE LARGER THAN HE IS!!!
A-AND IF MISTER ONE HAS THE HIGHLY DEVELOPED MENTAL POWERS THAT YOU CLAIM-- HE MUST BE SOME SORT OF MUTANT!
HIS SIZE!! IT'S PERFECT-- JUST PERFECT FOR MY PURPOSES!!
THE EYES OF MAGNETO BLAZE WITH CANNY DELIBERATION. SUDDENLY, HIS HAND SHOOTS OUT-- UNLEASHING A POWERFUL ATTRACTING FORCE!!!
LOOK OUT! HE CAN MAGNETICALLY YANK THAT WATCH FROM YOUR WRIST!
H-HE'S DONE IT!
HAHAHAHA! HE'S MINE, NOW! MINE!!

BEFORE MAGNETO CAN REACT, HIS HELMET IS SUDDENLY CAUGHT IN THE CRUSHING VISE OF GREAT STEEL-LIKE HANDS!!
CRUNCH!
POOR JERK! I SHOULD'VE WARNED HIM ABOUT MISTER TWO!
HE FLIPS OUT WHEN MISTER ONE IS IN DANGER!
UGH!
MISTER TWO??? WHO IS HE? Y-YOU DIDN'T TELL US--
YES, I DID. HE'S THE FRIEND I MENTIONED. HE WAS HOLDING MISTER ONE IN HIS PALM WHEN I MET THEM.
I'LL TAKE HIM BACK, NOW!
WHEN MISTER ONE IS IN SAFE HANDS, MAGNETO IS HURLED WITH TERRIBLE FORCE THROUGH THE WALL OF THE ROOM.
ONLY HIS MAGNETIC POWERS SAVE THE MASTER MUTANT FROM SERIOUS INJURY DURING HIS FALL!!
BAMMMM!

SOON AFTER--
T-THE TRICKY SWINE!! HIS MONSTROUS CONFEDERATE WAS LURKING IN THE BACK ROOM-- READY TO STRIKE!!
YOU'LL ALL PAY DEARLY FOR THIS! MAGNETO WILL NOT BE DEFIED OR DEFEATED!!
I'LL BE BACK FOR MISTER ONE! HE IS DESTINED FOR WORK IN THE SERVICE OF HOMO SUPERIOR!
MAGNETO SEEKS OUT HIS HIDDEN MAGNA-CRAFT AND SPEEDS OUT OF SIGHT!!
THAT INFLATED MEGALOMANIAC FELL PREY TO HIS OWN EAGERNESS! STILL, IF HE RETURNS, WE'D BETTER BE LONG GONE!
WELL, IT SEEMS THAT I'VE INHERITED THE JOB OF STRAIGHTENING OUT THIS SITUATION. I ADVISE YOU TO ACCEPT MY HELP.
YOU'VE GOT JOE KEEGAN'S VOTE!
IN FACT, I WAS HOPING THAT A SINCERE SUPER-TYPE LIKE YOU WOULD SHOW UP! YOU CAN PLACE THESE TWO IN THE CARE OF RESPONSIBLE PEOPLE!
WILL YOU DO THAT?
I CAN, JOE-- AND I SHALL.

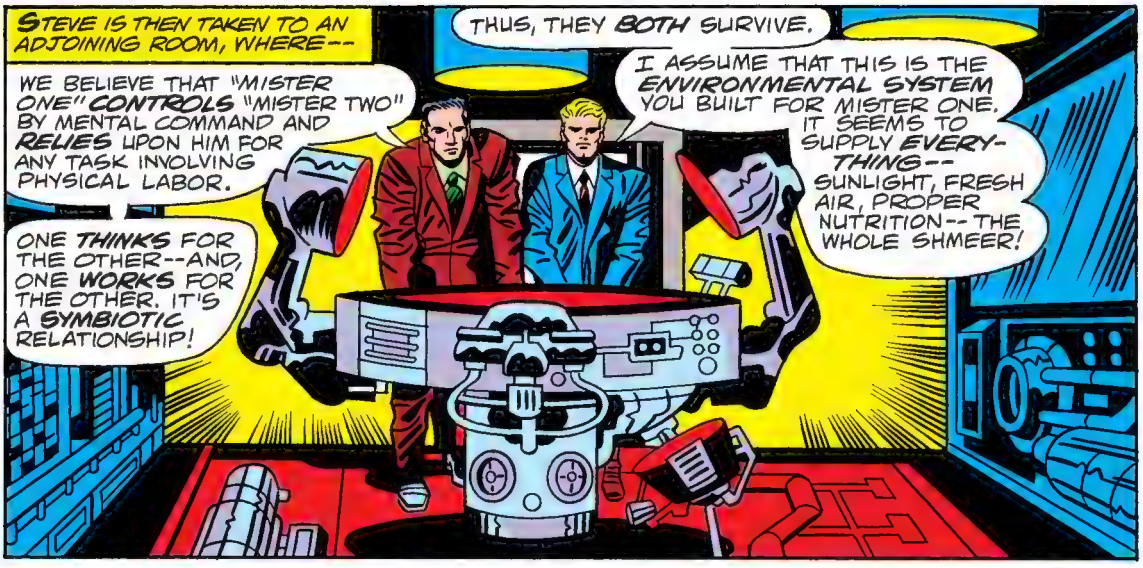

A WEEK LATER, STEVE ROGERS VISITS THE SHIELD DEPARTMENT OF MEDICAL RESEARCH...
COME IN, MOTHER HEN! YOUR TWO CHICKS ARE DOING FINE!!
I'M GLAD, DOC. THEY HAVE THE POTENTIAL FOR DEVELOPING INTO A PROBLEM.

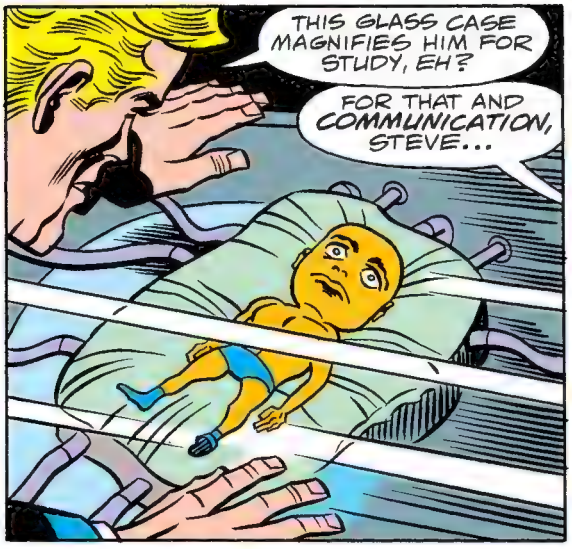

IT'S MISTER TWO I WORRY ABOUT. IF THAT GIANT WERE TO GROW DIFFICULT, HE COULD WRECK THIS PLACE.
IT'S STRANGE THAT YOU SHOULD MENTION IT--

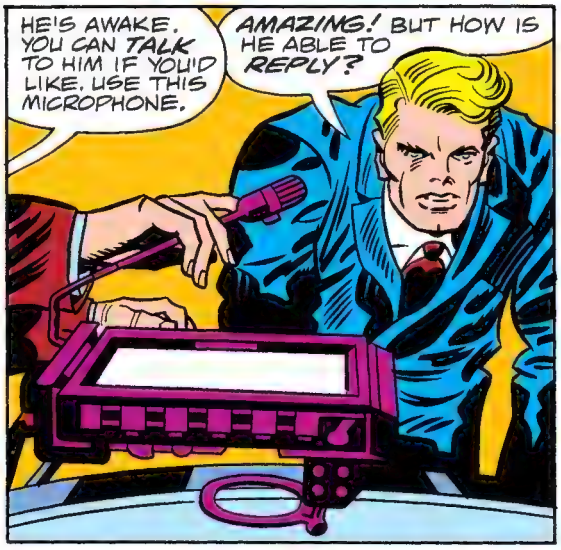
--HIS BEHAVIOR SEEMS TO DEPEND ON THE WELL-BEING OF MISTER ONE.
YES, I'D LIKE TO SEE THEIR FILE, DOCTOR HALSEY. SOMEHOW, I CONTINUE TO FEEL LIKE A CONCERNED RELATIVE.
LET'S GO INTO MY OFFICE AND REVIEW THEIR PROGRESS.

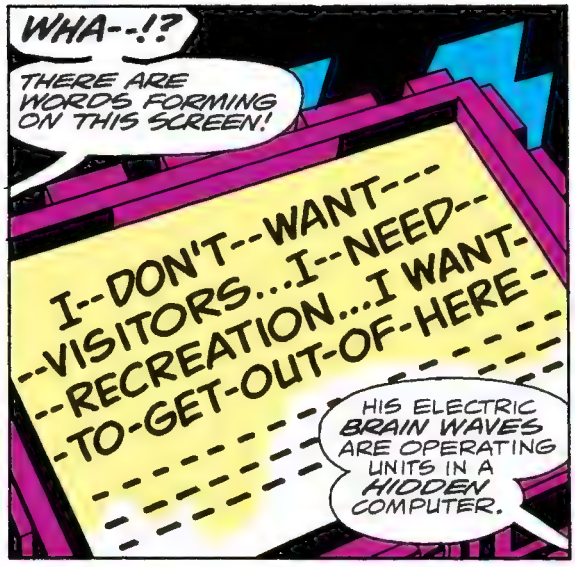
INSIDE THE DOCTOR'S OFFICE, STEVE RECEIVES ACCESS TO ALL PERTINENT INFORMATION...
AS YOU CAN SEE, BOTH ARE IN GOOD PHYSICAL CONDITION.
HMM-- ODD. MISTER ONE CAN'T TALK OR USE HIS LIMBS--

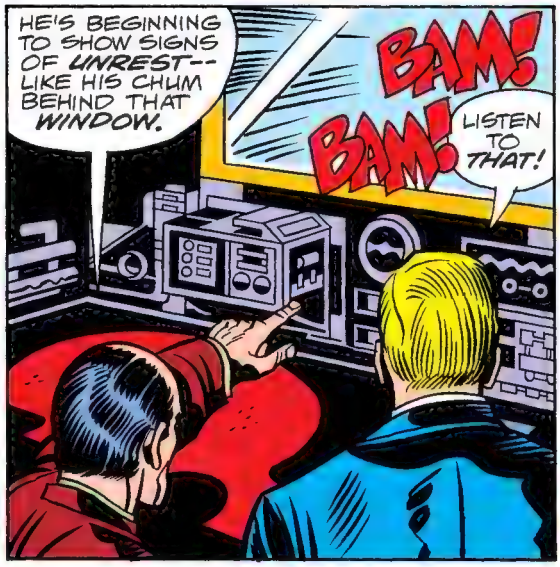
--YET, HE EXHIBITS NO EVIDENCE OF PHYSICAL OR MENTAL DISABILITY. HE'S AS SOUND AS WE ARE!
TRUE, BUT HE'S NEVER KNOWN THE NEED TO FETCH AND CARRY.
YOU SEE, ALL THAT IS DONE FOR HIM!

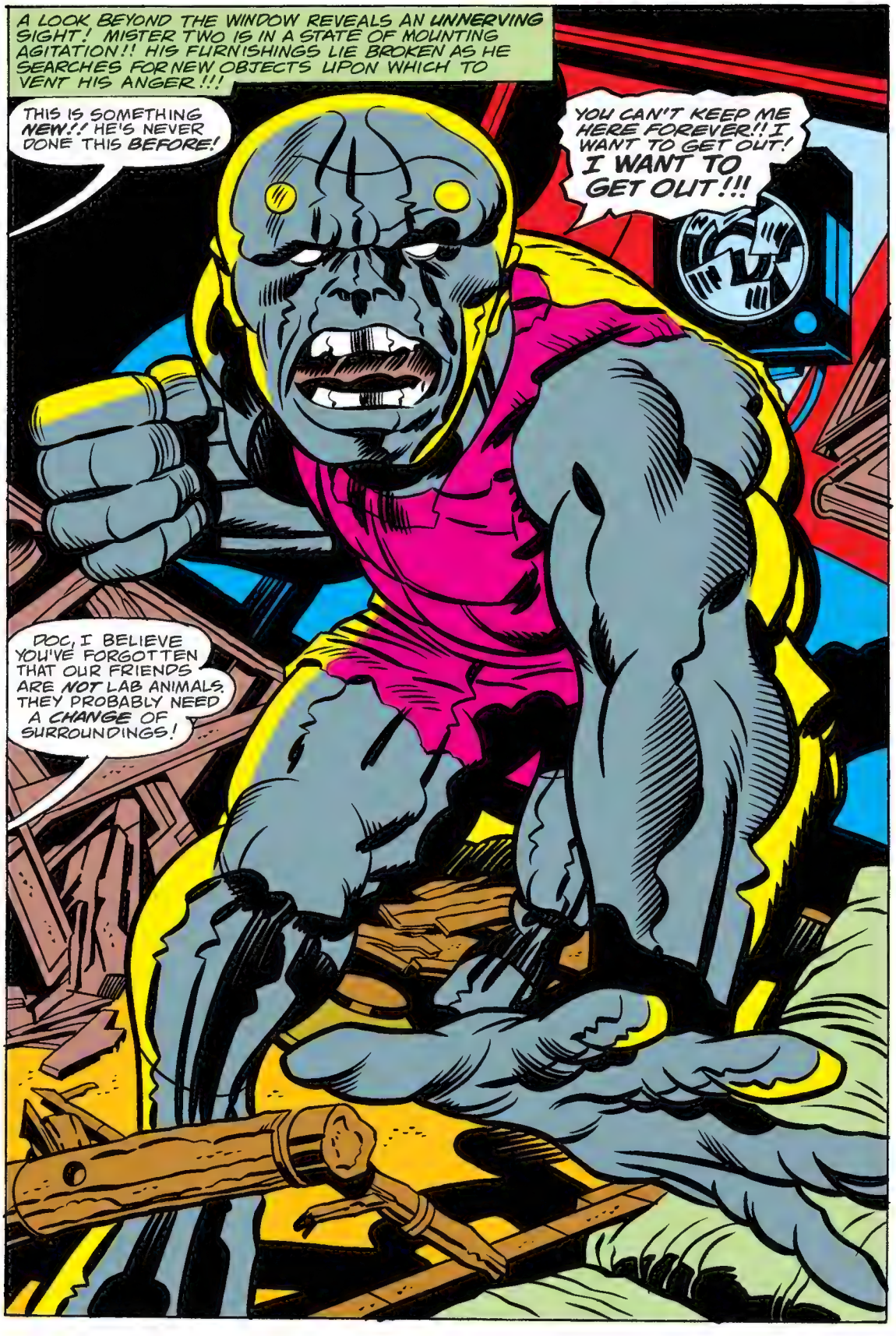

STEVE IS THEN TAKEN TO AN ADJOINING ROOM, WHERE--
THUS, THEY BOTH SURVIVE.
I ASSUME THAT THIS IS THE ENVIRONMENTAL SYSTEM YOU BUILT FOR MISTER ONE. IT SEEMS TO SUPPLY EVERY-THING-- SUNLIGHT, FRESH AIR, PROPER NUTRITION-- THE WHOLE SHMEER!
WE BELIEVE THAT "MISTER ONE" CONTROLS "MISTER TWO" BY MENTAL COMMAND AND RELIES UPON HIM FOR ANY TASK INVOLVING PHYSICAL LABOR.
ONE THINKS FOR THE OTHER--AND, ONE WORKS FOR THE OTHER. IT'S A SYMBIOTIC RELATIONSHIP!

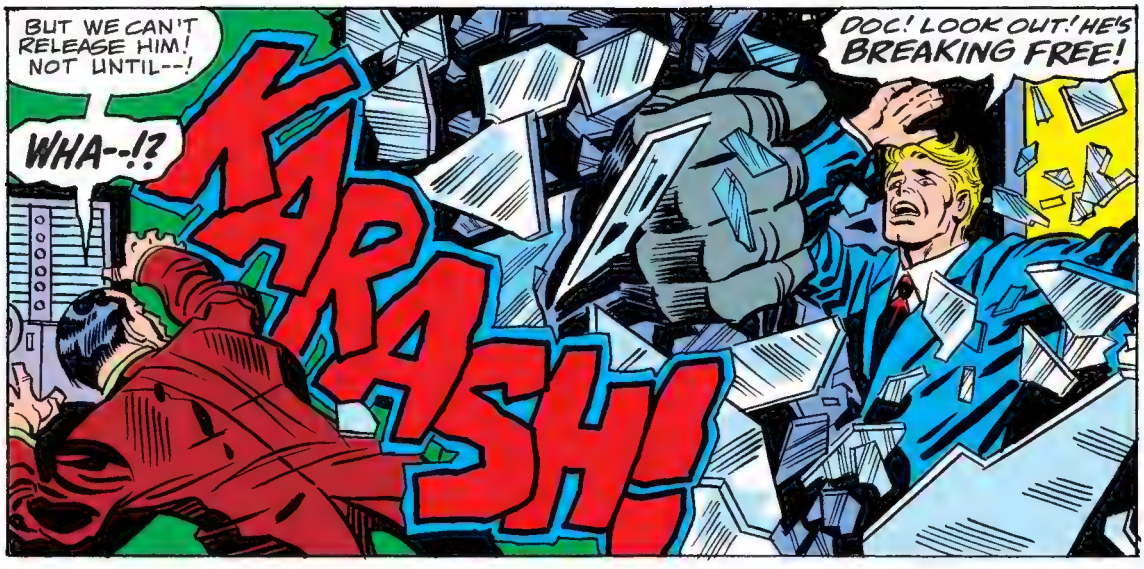

THIS GLASS CASE MAGNIFIES HIM FOR STUDY, EH?
FOR THAT AND COMMUNICATION, STEVE...


HE'S AWAKE. YOU CAN TALK TO HIM IF YOU'D LIKE. USE THIS MICROPHONE.
AMAZING! BUT HOW IS HE ABLE TO REPLY?

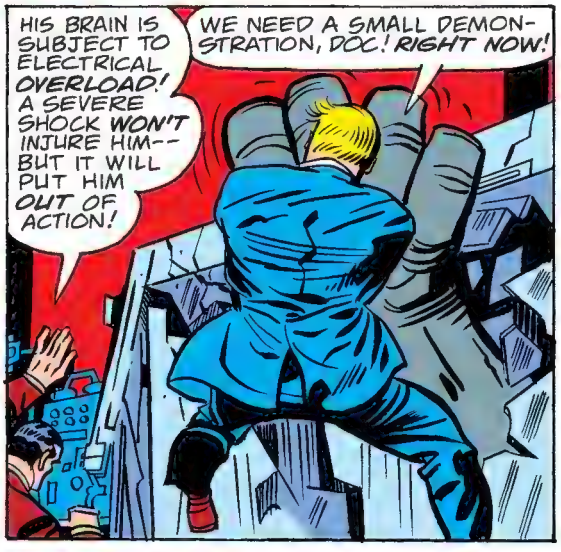

WHA--!?
THERE ARE WORDS FORMING ON THIS SCREEN!
I--DON'T--WANT--- --VISITORS...I--NEED-- --RECREATION...I WANT- -TO-GET-OUT-OF-HERE-
HIS ELECTRIC BRAIN WAVES ARE OPERATING UNITS IN A HIDDEN COMPUTER.

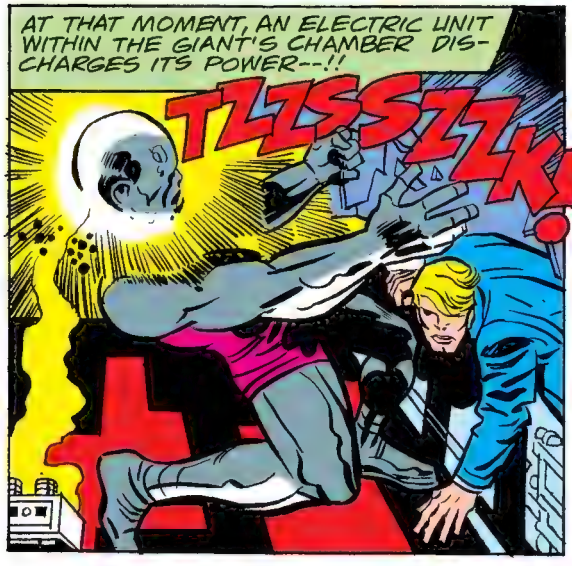

HE'S BEGINNING TO SHOW SIGNS OF UNREST-- LIKE HIS CHUM BEHIND THAT WINDOW.
BAM!
BAM!
LISTEN TO THAT!


A LOOK BEYOND THE WINDOW REVEALS AN UNNERVING SIGHT! MISTER TWO IS IN A STATE OF MOUNTING AGITATION!! HIS FURNISHINGS LIE BROKEN AS HE SEARCHES FOR NEW OBJECTS UPON WHICH TO VENT HIS ANGER!!!
THIS IS SOMETHING NEW!! HE'S NEVER DONE THIS BEFORE!
YOU CAN'T KEEP ME HERE FOREVER!! I WANT TO GET OUT! I WANT TO GET OUT!!!
DOC, I BELIEVE YOU'VE FORGOTTEN THAT OUR FRIENDS ARE NOT LAB ANIMALS. THEY PROBABLY NEED A CHANGE OF SURROUNDINGS!

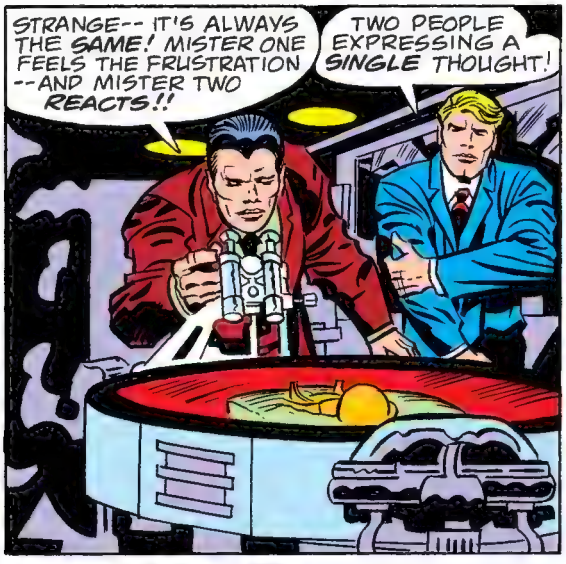

BUT WE CAN'T RELEASE HIM! NOT UNTIL--!
WHA--!?
KARASH!
DOC! LOOK OUT! HE'S BREAKING FREE!

HOW DO WE HANDLE HIM NOW!? HE'S STRONG ENOUGH TO BEND THIS PLACE AROUND OUR EARS!!
DON'T BE DECEIVED. IN ONE RESPECT HE'S AS HELPLESS AS MISTER ONE!
HANG ON TO HIM! I'LL TAKE CARE OF THIS!


HIS BRAIN IS SUBJECT TO ELECTRICAL OVERLOAD! A SEVERE SHOCK WON'T INJURE HIM--BUT IT WILL PUT HIM OUT OF ACTION!
WE NEED A SMALL DEMONSTRATION, DOC! RIGHT NOW!

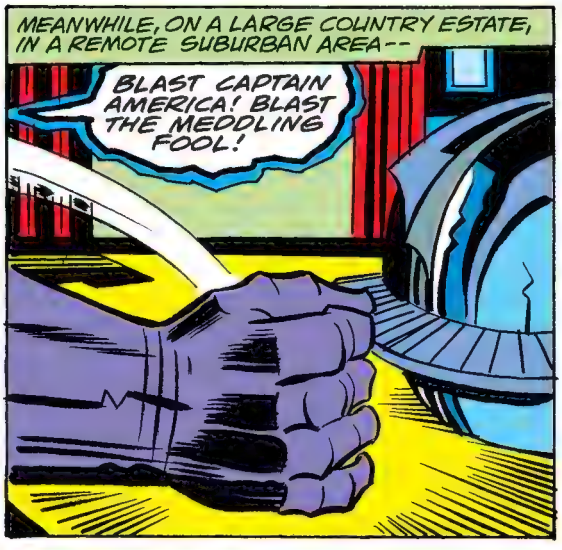

AT THAT MOMENT, AN ELECTRIC UNIT WITHIN THE GIANT'S CHAMBER DISCHARGES ITS POWER--!!
TLZSSZZK!

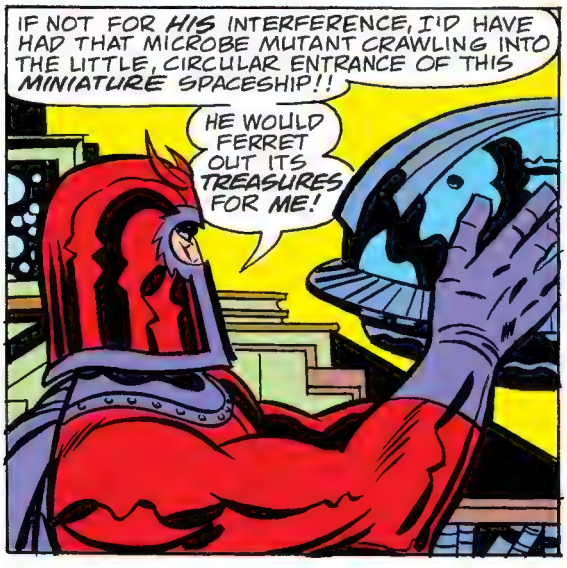
THEN--!
PHEW! HE CAPSIZED LIKE A STRICKEN WHALE BOAT!
EASY, STEVE!
IT'S FORTUNATE YOU WERE HERE TO LEND A STRONG HAND!


STRANGE-- IT'S ALWAYS THE SAME! MISTER ONE FEELS THE FRUSTRATION --AND MISTER TWO REACTS!!
TWO PEOPLE EXPRESSING A SINGLE THOUGHT!

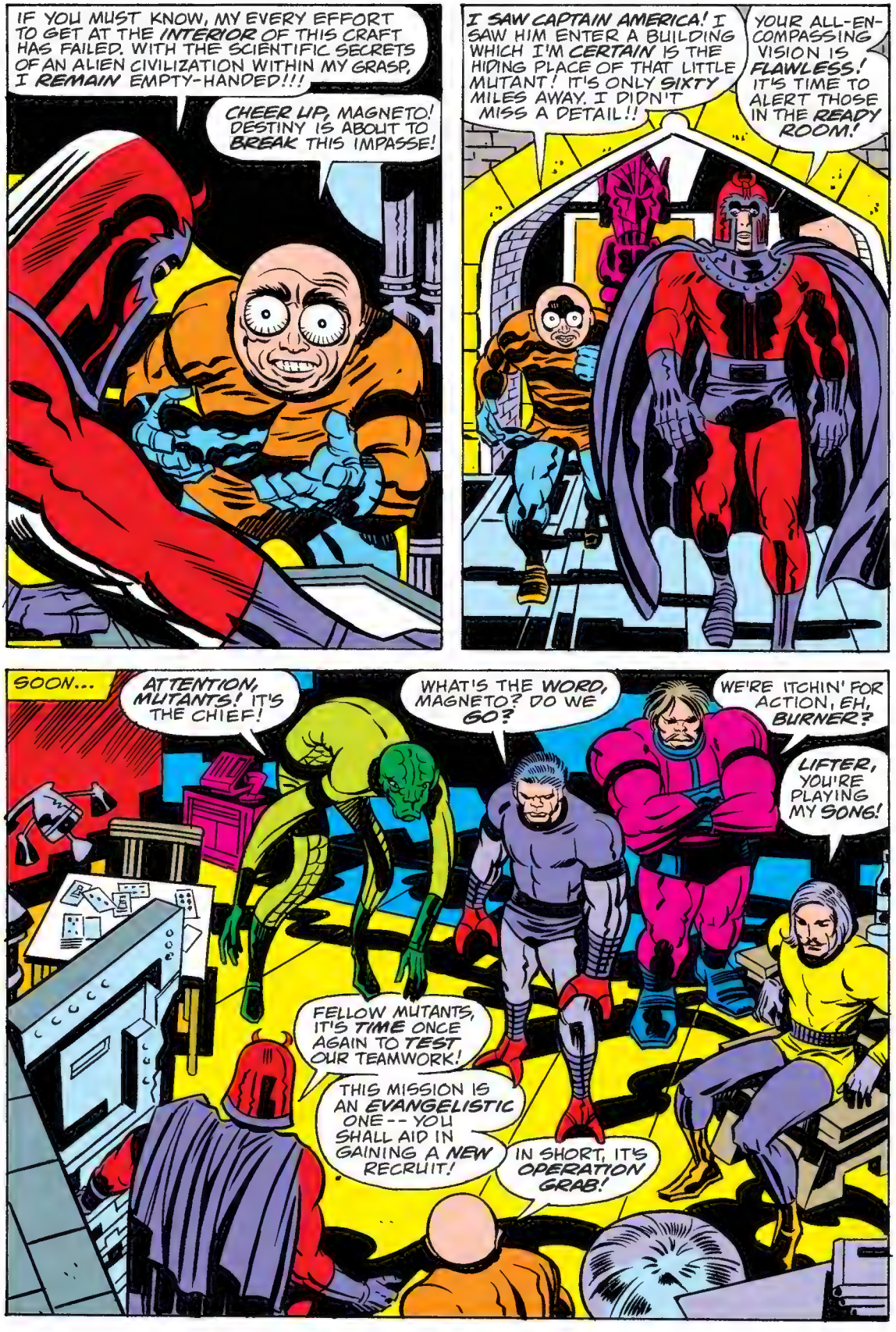
YES, YOU HIT UPON THE MOST INTERESTING FACET OF THESE SUBJECTS. I MUST INITIATE A MORE INTENSE STUDY.
HOLD IT, DOC! YOU'RE DOING IT AGAIN! I MUST REMIND YOU THAT THEY'RE MORE THAN MERE SUBJECTS!

YOU'RE RIGHT, OF COURSE. THE STUDY CAN WAIT. WE CAN PLAN SOME FORM OF RECREATION FOR THEM-- BUT IT WILL INVOLVE SERIOUS RISKS.
THERE'S ONE THING WE CAN RELY ON-- THEY BOTH TRUST CAPTAIN AMERICA!


MEANWHILE, ON A LARGE COUNTRY ESTATE, IN A REMOTE SUBURBAN AREA--
BLAST CAPTAIN AMERICA! BLAST THE MEDDLING FOOL!

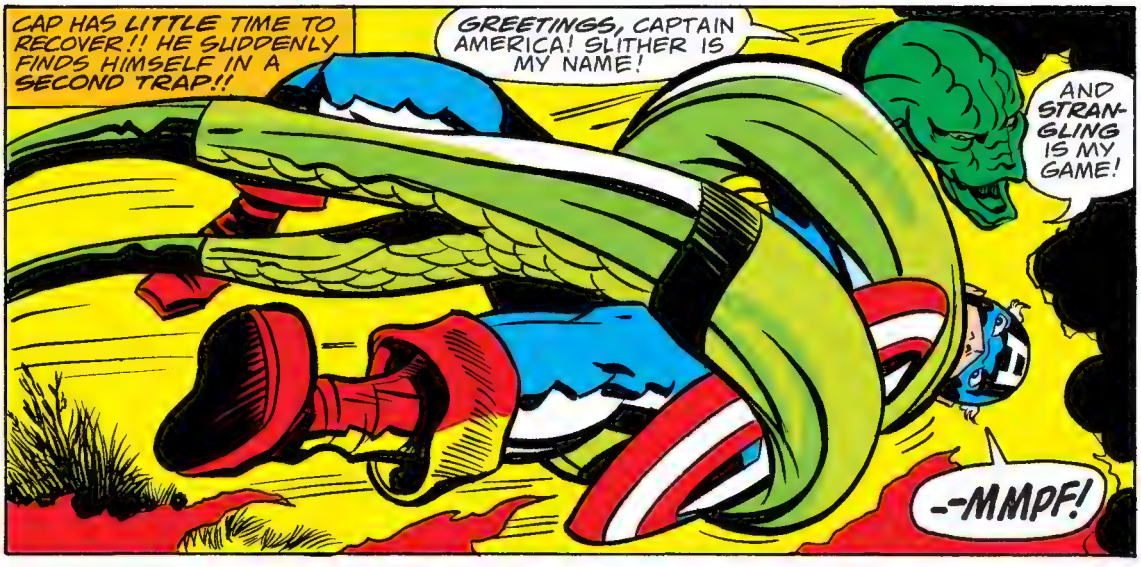

IF NOT FOR HIS INTERFERENCE, I'D HAVE HAD THAT MICROBE MUTANT CRAWLING INTO THE LITTLE, CIRCULAR ENTRANCE OF THIS MINIATURE SPACESHIP!!
HE WOULD FERRET OUT ITS TREASURES FOR ME!

SUDDENLY--!
HI, CHIEF! I'VE GOT GOOD NEWS!
PEEPER!! WHEN WILL YOU LEARN TO KNOCK BEFORE ENTERING THIS ROOM?

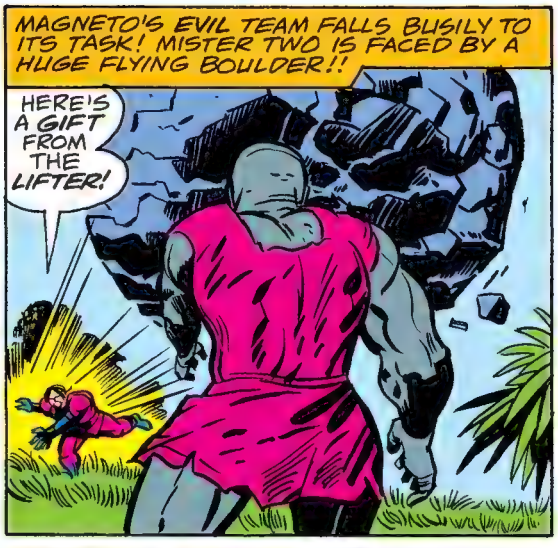

IF YOU MUST KNOW, MY EVERY EFFORT TO GET AT THE INTERIOR OF THIS CRAFT HAS FAILED. WITH THE SCIENTIFIC SECRETS OF AN ALIEN CIVILIZATION WITHIN MY GRASP, I REMAIN EMPTY-HANDED!!!
CHEER UP, MAGNETO! DESTINY IS ABOUT TO BREAK THIS IMPASSE!
I SAW CAPTAIN AMERICA! I SAW HIM ENTER A BUILDING WHICH I'M CERTAIN IS THE HIDING PLACE OF THAT LITTLE MUTANT! IT'S ONLY SIXTY MILES AWAY. I DIDN'T MISS A DETAIL!!
YOUR ALL-ENCOMPASSING VISION IS FLAWLESS! IT'S TIME TO ALERT THOSE IN THE READY ROOM!
SOON...
ATTENTION, MUTANTS! IT'S THE CHIEF!
WHAT'S THE WORD, MAGNETO? DO WE GO?
WE'RE ITCHIN' FOR ACTION, EH, BURNER?
LIFTER, YOU'RE PLAYING MY SONG!
FELLOW MUTANTS, IT'S TIME ONCE AGAIN TO TEST OUR TEAMWORK!
THIS MISSION IS AN EVANGELISTIC ONE -- YOU SHALL AID IN GAINING A NEW RECRUIT!
IN SHORT, IT'S OPERATION GRAB!

THE THOUGHTS OF CAPTAIN AMERICA ARE FAR FROM INTRIGUE AND STRIFE. HE IS ABSORBED WITH A TEST OF HIS OWN...
A LITTLE OUTDOOR JOGGING SEEMS TO HAVE IMPROVED MISTER TWO'S DISPOSITION...
GOOD! THIS FEELS GOOD!
HE'S PICKING UP SPEED! IT'S HARD TO BELIEVE THAT HE CAN GET SUCH FANTASTIC MILEAGE FROM THAT HUGE BODY!!
I LIKE THIS PLACE! I LIKE JOGGING HERE!
GREAT DAY! I'LL BLOW A LUNG TRYING TO KEEP PACE WITH HIM! HE'S ALREADY YARDS AHEAD OF ME--AND I CAN'T CLOSE THE GAP!!!
CAP'S HEART LEAPS WITH ANXIETY AS HIS CHARGE VANISHES DOWN THE ROAD. CAN IT BE PART OF A PLANNED ESCAPE? THE SUPER-HERO BURSTS FORTH IN PURSUIT!!
HE MUSTN'T GET AWAY! GOT TO CATCH HIM!
CAP TAXES HIS STRENGTH TO ITS LIMITS! HE FAIRLY FLIES ACROSS THE GREEN LANDSCAPE UNTIL--
THERE HE IS!! HE'S MERELY STOPPED TO ADMIRE THOSE PASTORAL SURROUNDINGS!
WILL WONDERS NEVER CEASE!? THAT MONSTER IS A NATURE LOVER!!
I OWE HIM AN APOLOGY FOR MY MISGIVINGS!
THIS IS A PRETTY, LITTLE BIRD...

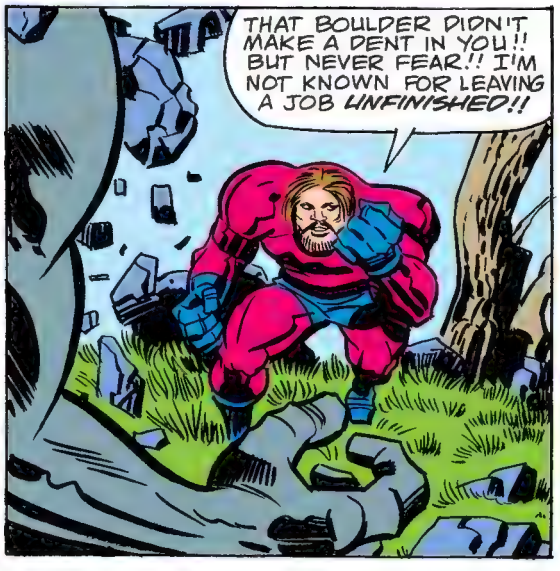
SUDDENLY, WITHOUT WARNING, THE GRASSES ERUPT INTO A CIRCLE OF SEERING FLAME!
FIRE!! W-WE'IRE TRAPPED!
THIS CAN'T BE POSSIBLE! THERE WAS NO SIGN OF IT A MOMENT AGO!
THE FLAME'S HAVEN'T SPREAD TOO FAR! KEEP A STEADY NERVE, MISTER TWO, AND FOLLOW ME!
I-I'LL FOLLOW YOU--!
AN UNSEEN WITNESS OBSERVES HIS HANDIWORK WITH KEEN INTEREST!
HAHAHAHA! OUR TWO PIGEONS HAVE BOLTED THROUGH THE FIRE WITHOUT GETTING SINGED--!
--BUT THEIR ORDEAL ISN'T OVER YET!
INDUCING COMBUSTION IS A RARE TALENT-- EVEN FOR A MUTANT LIKE MYSELF!
I'LL SLOW THEM DOWN WITH ANOTHER DEMONSTRATION!
THEN, ONCE AGAIN--
SHADES OF LUCIFER!
WUMPF!

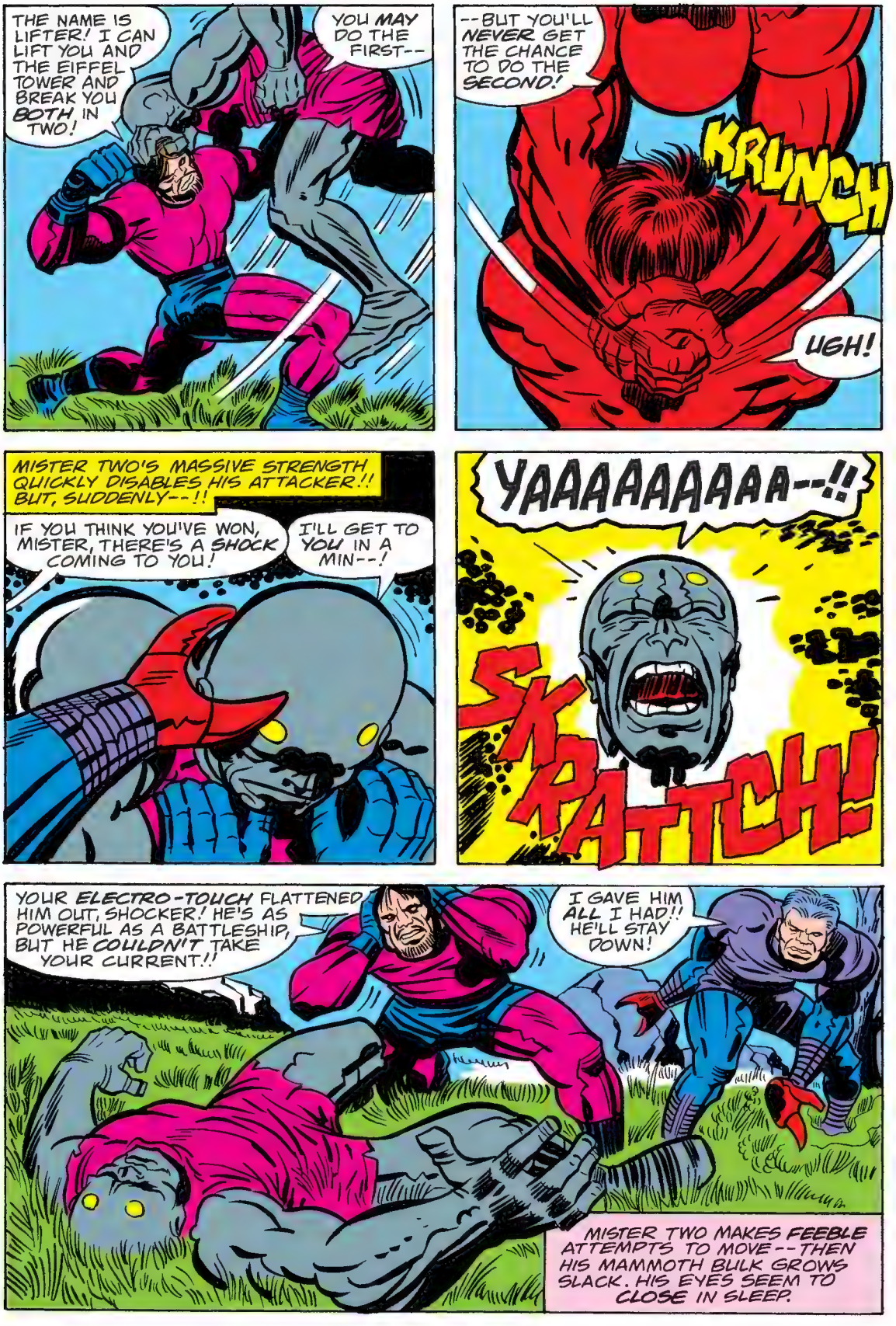

CAP HAS LITTLE TIME TO RECOVER!! HE SUDDENLY FINDS HIMSELF IN A SECOND TRAP!!
GREETINGS, CAPTAIN AMERICA! SLITHER IS MY NAME!
AND STRANGLING IS MY GAME!
--MMPF!

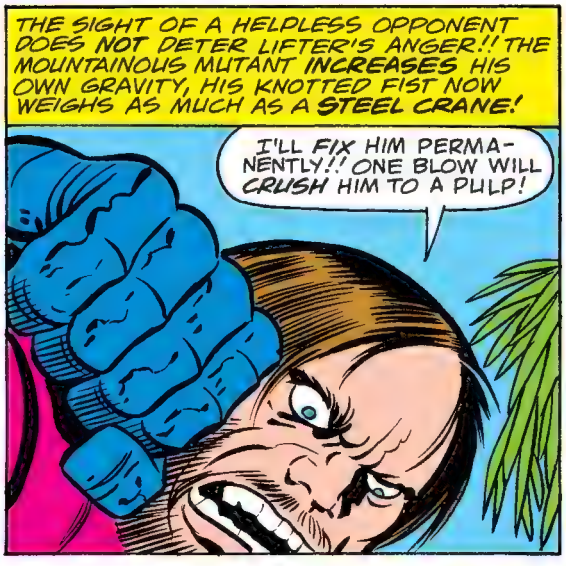
WHEN YOU CHOSE TO PLAY WITH MUTANTS, CAPTAIN, YOU FORGOT THAT WE ARE INFINITE IN VARIETY --AND INTENT!!
UGH--! CAN'T BREATHE! I--I CAN'T BREATHE!

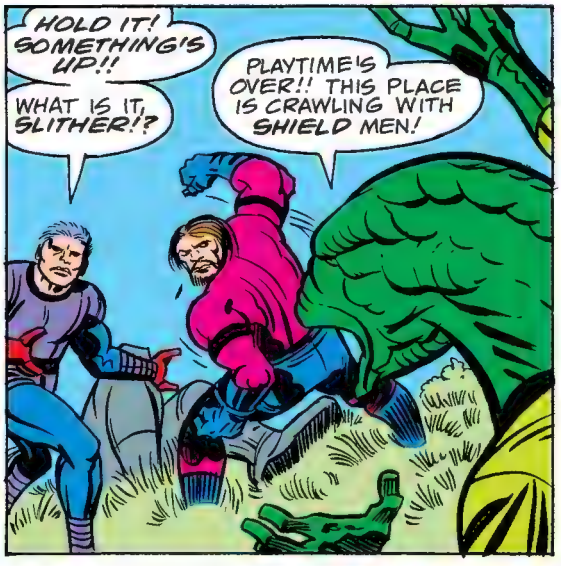

MAGNETO'S EVIL TEAM FALLS BUSILY TO ITS TASK! MISTER TWO IS FACED BY A HUGE FLYING BOULDER!!
HERE'S A GIFT FROM THE LIFTER!

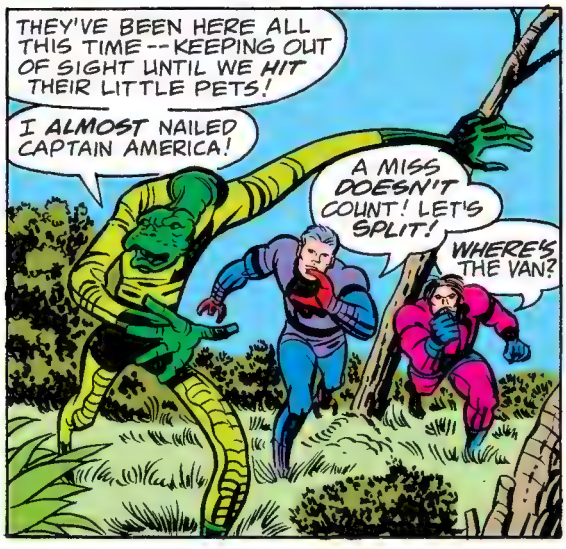
BAAAAAMM!

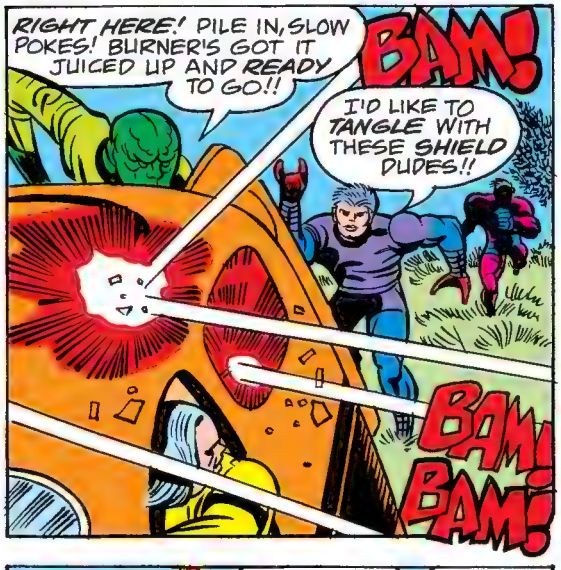

THAT BOULDER DIDN'T MAKE A DENT IN YOU!! BUT NEVER FEAR!! I'M NOT KNOWN FOR LEAVING A JOB UNFINISHED!!

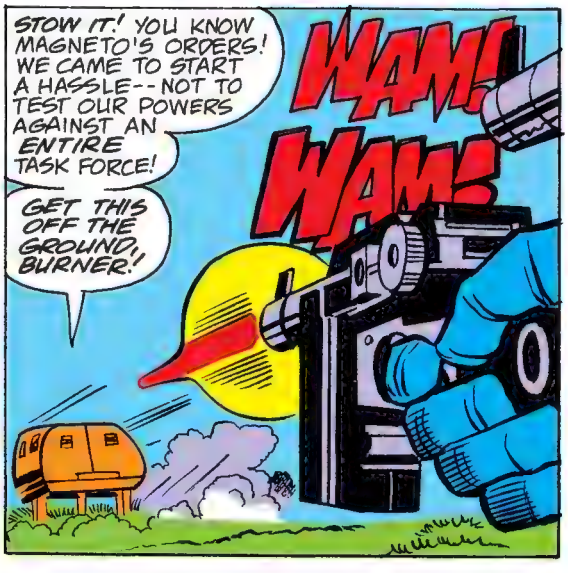

THE NAME IS LIFTER! I CAN LIFT YOU AND THE EIFFEL TOWER AND BREAK YOU BOTH IN TWO!
YOU MAY DO THE FIRST--
--BUT YOU'LL NEVER GET THE CHANCE TO DO THE SECOND!
KRUNCH
UGH!
MISTER TWO'S MASSIVE STRENGTH QUICKLY DISABLES HIS ATTACKER!! BUT, SUDDENLY--!!
IF YOU THINK YOU'VE WON, MISTER, THERE'S A SHOCK COMING TO YOU!
I'LL GET TO YOU IN A MIN--!
YAAAAAAAAA--!!
SKRATCH!
YOUR ELECTRO-TOUCH FLATTENED HIM OUT, SHOCKER! HE'S AS POWERFUL AS A BATTLESHIP, BUT HE COULDN'T TAKE YOUR CURRENT!!
I GAVE HIM ALL I HAD!! HE'LL STAY DOWN!
MISTER TWO MAKES FEEBLE ATTEMPTS TO MOVE--THEN HIS MAMMOTH BULK GROWS SLACK. HIS EYES SEEM TO CLOSE IN SLEEP.


THE SIGHT OF A HELPLESS OPPONENT DOES NOT DETER LIFTER'S ANGER!! THE MOUNTAINOUS MUTANT INCREASES HIS OWN GRAVITY, HIS KNOTTED FIST NOW WEIGHS AS MUCH AS A STEEL CRANE!
I'LL FIX HIM PERMANENTLY!! ONE BLOW WILL CRUSH HIM TO A PULP!


HOLD IT! SOMETHING'S UP!!
WHAT IS IT, SLITHER!?
PLAYTIME'S OVER!! THIS PLACE IS CRAWLING WITH SHIELD MEN!


THEY'VE BEEN HERE ALL THIS TIME--KEEPING OUT OF SIGHT UNTIL WE HIT THEIR LITTLE PETS!
I ALMOST NAILED CAPTAIN AMERICA!
A MISS DOESN'T COUNT! LET'S SPLIT!
WHERE'S THE VAN?

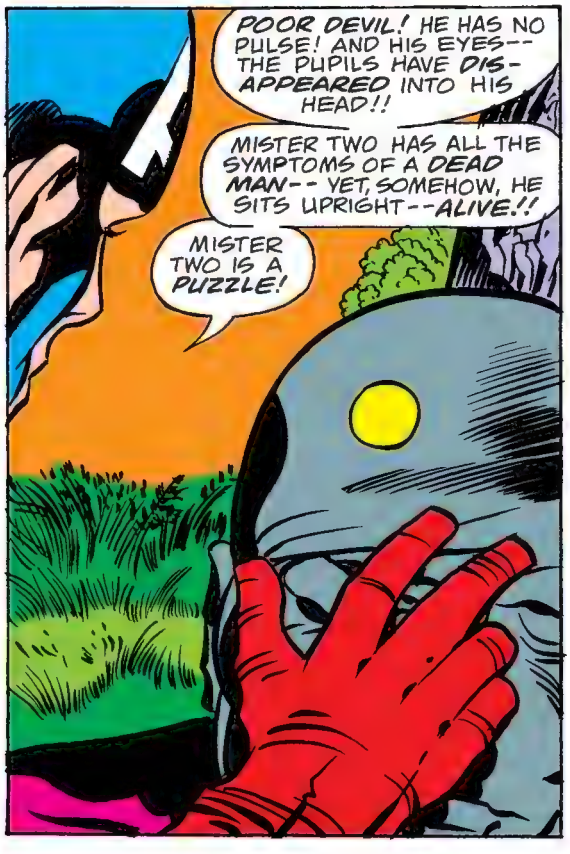

RIGHT HERE! PILE IN, SLOW POKES! BURNER'S GOT IT JUICED UP AND READY TO GO!!
BAM!
I'D LIKE TO TANGLE WITH THESE SHIELD DUDES!!
BAM! BAM!


STOW IT! YOU KNOW MAGNETO'S ORDERS! WE CAME TO START A HASSLE--NOT TO TEST OUR POWERS AGAINST AN ENTIRE TASK FORCE!
GET THIS OFF THE GROUND, BURNER!
WAM!
WAM!

POK!
THAT VAN IS A HOVER-CRAFT!! AND IT'S TAKING OFF LIKE A BULLET!
STOP FIRING! THEY'RE OUT OF RANGE!

MAGNETO'S VEHICLE SILENTLY VANISHES INTO THE CLOUDS. HIS EVIL MUTANTS HAVE STRUCK WITH ABORTIVE SWIFTNESS AND TELLING FORCE--
THE BAD GUYS TOOK THIS ROUND, CAP!! ANY RIBS BROKEN?
NO. BUT THEY'RE ALL BADLY BENT! THANKS FOR SCARING OFF THAT HUMAN BOA CONSTRICTOR!
LET'S SEE HOW MISTER TWO IS DOING!

GREAT DAY! THOSE MUTANTS MUST HAVE GANGED UP ON HIM!
I HOPE HE WAS ABLE TO HANDLE THEM!
HE DOESN'T LOOK TOO WELL! HE'S GONE INTO SHOCK!!

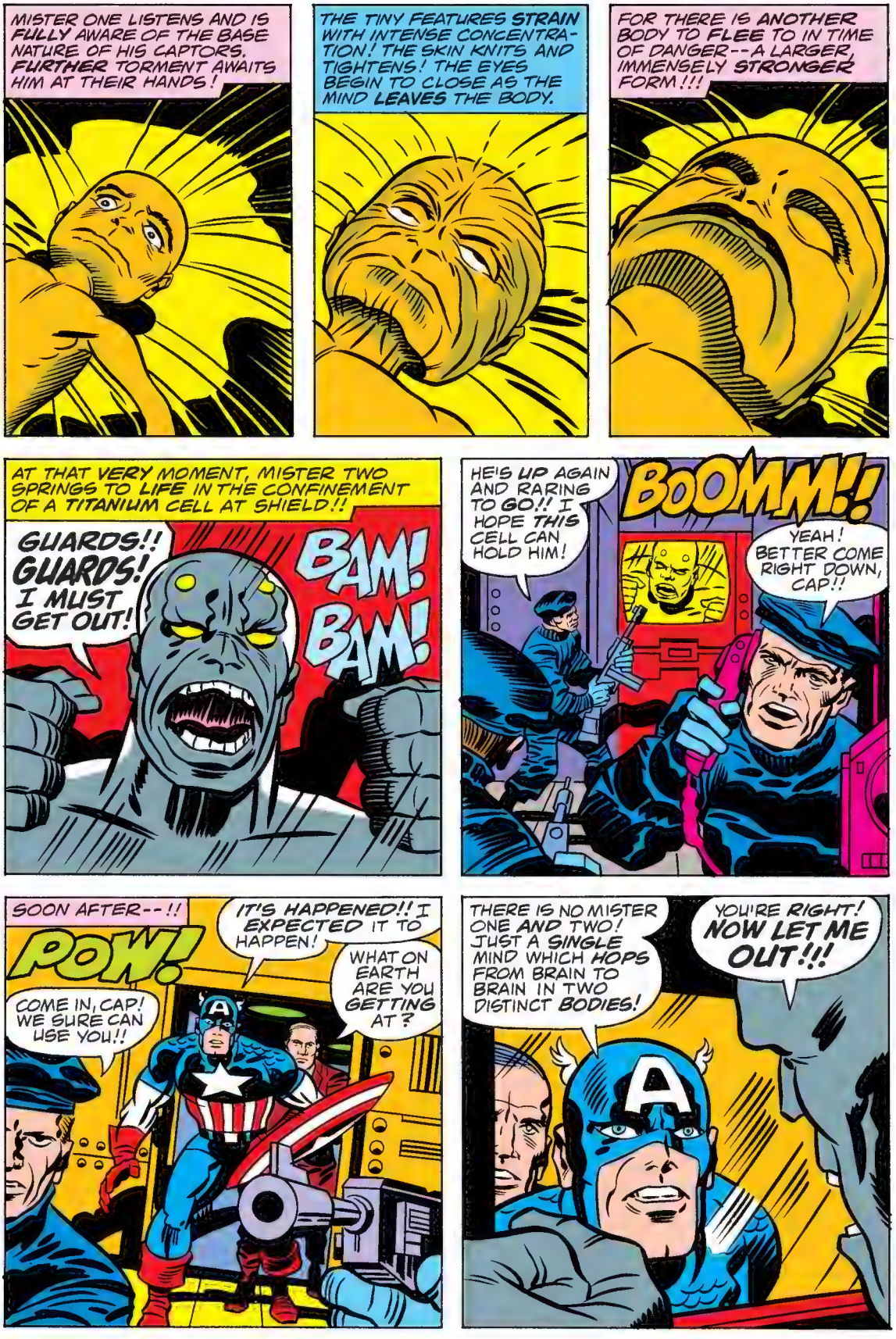

POOR DEVIL! HE HAS NO PULSE! AND HIS EYES-- THE PUPILS HAVE DISAPPEARED INTO HIS HEAD!!
MISTER TWO HAS ALL THE SYMPTOMS OF A DEAD MAN-- YET, SOMEHOW, HE SITS UPRIGHT--ALIVE!!
MISTER TWO IS A PUZZLE!

WORDS FAIL THE ONLOOKERS AS MISTER TWO SITS FIRMLY IN HIS PLACE--DEFYING ALL THE EVIDENCE THAT MAKES HIM A CANDIDATE FOR THE MORGUE...
I-IT'S THE WEIRDEST THING I'VE EVER SEEN! WHAT DO YOU THINK, CAP?
I THINK MISTER TWO IS NEITHER DEAD NOR ALIVE!
H-HE SIMPLY ISN'T HERE!! THIS BODY IS MOMENTARILY UNNOCCUPIED!

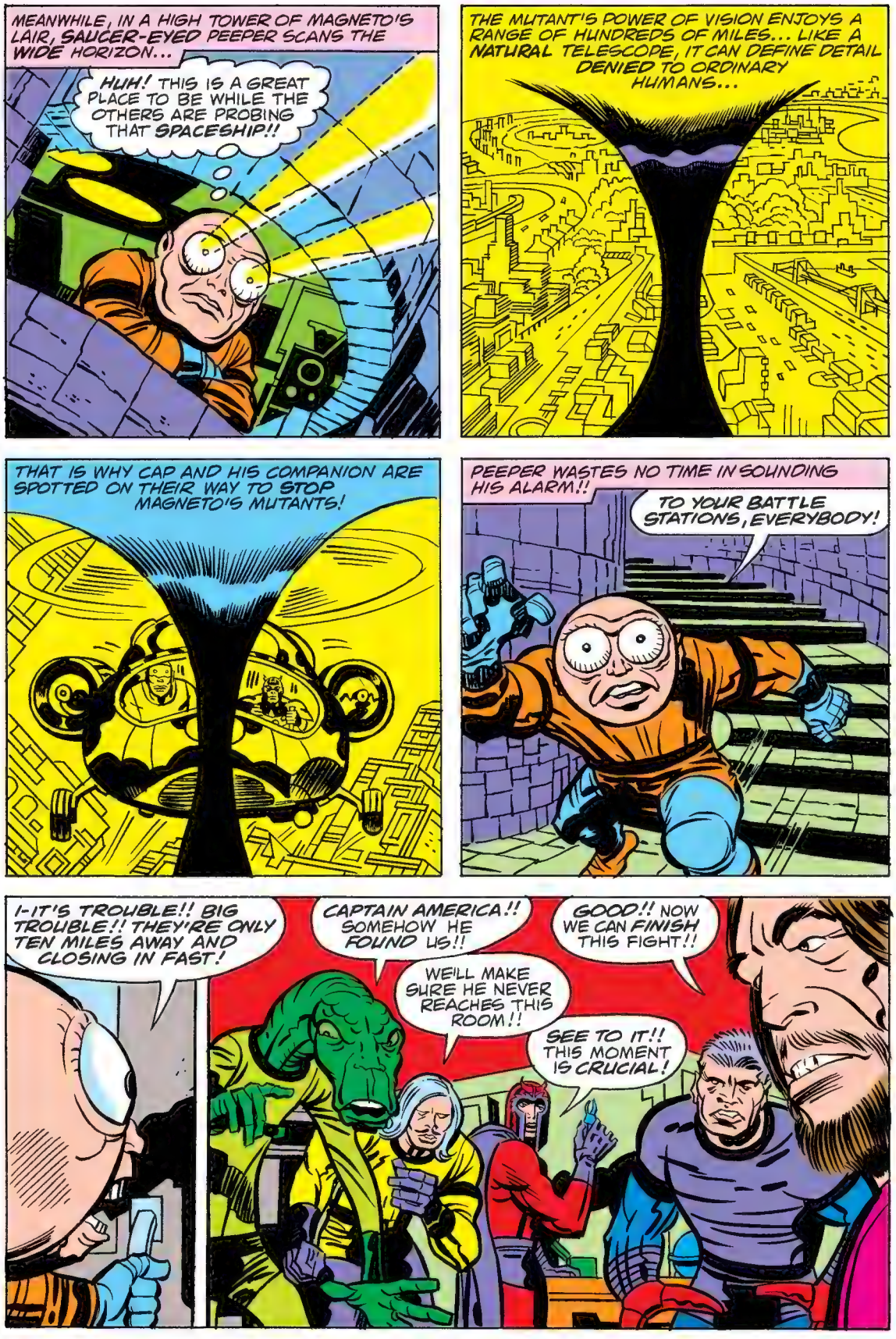
SOON AFTER, UPON RETURNING TO SHIELD'S RESEARCH DIVISION, CAP FINDS...
WELCOME BACK TO JUNKVILLE!
WHAT A MESS!! I NEEDN'T GUESS WHAT HAPPENED!
MISTER ONE HAS BEEN ABDUCTED!
SO MAGNETO WAS HERE, EH? HE UNHINGED THE SURVIVAL SYSTEM AND TOOK HIS CAPTIVE!!
I-IT WAS HORRIBLE --A TOTAL SURPRISE!! WE WERE NOT PREPARED FOR SUCH VIOLENT USE OF MAGNETIC POWER!!!
HE LITERALLY TORE THIS PLACE APART!!
CLEVER! HIS MUTANT UNDERLINGS STAGED A DIVERSIONARY ATTACK TO KEEP US BUSY, WHILE HE ACCOMPLISHED HIS TASK!!!
MISTER ONE IS GONE!!! I-I WONDER HOW THIS WILL AFFECT MISTER TWO--?
DOC, ONCE WE'VE TRACKED THIS CASE HISTORY TO ITS SOURCE, I THINK WE'LL UNCOVER A GENETIC EXPERIMENT WHICH SPAWNED A MUTATION-- WITH TWO BODIES!!
I BELIEVE THAT MISTER ONE AND TWO ARE THE SAME PERSON!
Y-YOU'RE MAD!!
MEANWHILE, AT HIS SECLUDED ESTATE, MAGNETO MARVELS AT THE SIGHT OF HIS COVETED CATCH!!!
INCREDIBLE! FANTASTIC! I'VE GOT HIM AT LAST--
--THE SMALLEST MAN IN THE WORLD!!

I'D HAVE ATTACKED THE PENTAGON ITSELF TO GET YOU, LITTLE CHAP!!
HOW PERFECT YOU ARE FOR THE TASK I HAVE IN MIND--A MOST EXTRAORDINARY FEAT FOR SO SMALL A GNAT.!!
HE HASN'T MOVED SINCE I BROUGHT HIM HERE!! YET HE SEEMS WELL ENOUGH IN LIMB AND SPIRIT. CAN IT BE THAT HE'S CONTRACTED SOME SORT OF PARALYSIS?
OR IS THIS SOME SLY LITTLE MANEUVER TO DEFY THE WILL OF MAGNETO!!??
I WARN YOU, GNAT! THIS TRICK WON'T WORK!!!
THERE ARE SIMPLE WAYS TO OUTWIT SLY DECEIVERS! YOU'LL MOVE, GNAT... YOU'LL MOVE--IF YOU WANT TO SURVIVE! HAHA HAHAHA!!
THIS IS MERE CANDLE-FLAME TO ME--BUT TO YOU IT COULD BE SEARING VOLCANIC HEAT!!!
WILL YOU MOVE, MICROBE--? OR RISK INCINERATION!?
MAGNETO! THE OTHERS HAVE RETURNED FROM THEIR MISSION!

THEY WANT TO MAKE A FULL REPORT ON THEIR COLLISION WITH CAPTAIN AMERICA AND THAT GOLIATH OF A MUTANT!
THE FOOLS CAN WAIT! TELL THEM TO STAND BY UNTIL I'M READY TO SEE THEM!
WE'VE DONE ENOUGH OF THAT, MAGNETO!
WE'VE SERVED YOU WELL! NOW WHAT'S IN THIS FOR US!!?
YES! WE PULLED A DIVERSION FOR YOU BEFORE, BUT WE NEVER LEARNED WHAT YOU STOLE!
Oh--YOU MEAN THAT TOP SECRET JOB?
MAGNETO TRUCULENTLY OPENS A HEAVY WOODEN CHEST AND--!
THIS IS WHAT I SEIZED!!
WHAT!!?? YOU RISKED OUR LIVES FOR THAT... TOY!?
WE WERE SHOT AT BY EVERY MAN AT THE AIR FORCE BASE--
--FOR THAT?
BEHOLD, YOU MENTAL MIDGETS--A SPACESHIP FROM THE STARS! IT'S SMALL, BUT IT'S REAL--AN ACTUAL VISITOR FROM SOME DISTANT GALAXY!
BUT, IT RESISTS ALL EFFORTS TO PENETRATE ITS INTERIOR!! NOT EVEN X-RAYS WILL ENTER ITS HULL!!
THAT'S WHY OUR LITTLE MAN IS HERE--TO DO THAT VERY JOB!!!

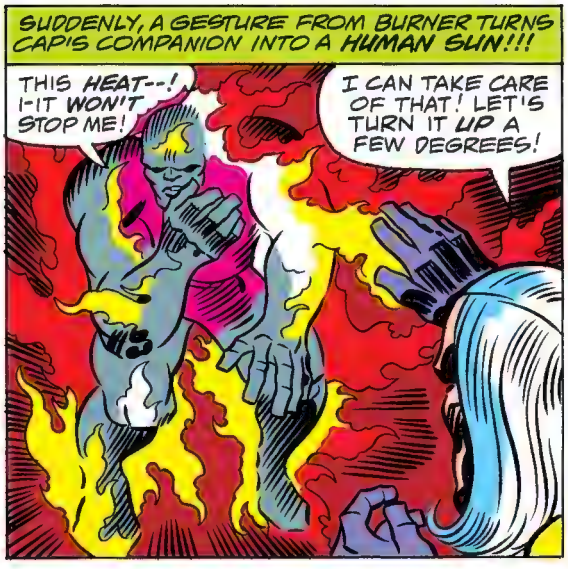

MISTER ONE LISTENS AND IS FULLY AWARE OF THE BASE NATURE OF HIS CAPTORS. FURTHER TORMENT AWAITS HIM AT THEIR HANDS!
THE TINY FEATURES STRAIN WITH INTENSE CONCENTRATION! THE SKIN KNITS AND TIGHTENS! THE EYES BEGIN TO CLOSE AS THE MIND LEAVES THE BODY.
FOR THERE IS ANOTHER BODY TO FLEE TO IN TIME OF DANGER--A LARGER, IMMENSELY STRONGER FORM!!!
AT THAT VERY MOMENT, MISTER TWO SPRINGS TO LIFE IN THE CONFINEMENT OF A TITANIUM CELL AT SHIELD!!
GUARDS!! GUARDS! I MUST GET OUT!
BAM! BAM!
HE'S UP AGAIN AND RARING TO GO!! I HOPE THIS CELL CAN HOLD HIM!
BOOMM!!
YEAH! BETTER COME RIGHT DOWN, CAP!!
SOON AFTER--!!
POW!
COME IN, CAP! WE SURE CAN USE YOU!!
IT'S HAPPENED!! I EXPECTED IT TO HAPPEN!
WHAT ON EARTH ARE YOU GETTING AT?
THERE IS NO MISTER ONE AND TWO! JUST A SINGLE MIND WHICH HOPS FROM BRAIN TO BRAIN IN TWO DISTINCT BODIES!
YOU'RE RIGHT! NOW LET ME OUT!!!

I CAN LEAD YOU TO MAGNETO!! I KNOW WHERE HIS HIDEOUT IS LOCATED!!
I'LL BET YOU DO! YOUR OTHER BODY IS IN THAT HIDEOUT, NOW!
B-BUT THIS IS UNPRECEDENTED! A MAN WHO CAN BE IN TWO PLACES AT THE SAME TIME!!
LET HIM OUT, GUARD! WE'VE GOT SOME-WHERE TO GO!
THANKS, FRIEND! THERE'S NO TIME TO LOSE!
KLIK!
YOU SEE-- IF ANYTHING HAPPENS TO MY OTHER FORM-- I WON'T LAST LONG IN THIS ONE. ONE CANNOT EXIST WITHOUT THE OTHER.
GREAT SCOTT!! YOU ARE IN DANGER!
I'LL ORDER A SQUAD TO--!
NO SQUADS! NO PLATOONS OR COMPANIES EITHER! THEY WOULD BE WARNED BY YOUR APPROACH! I MUST GO ALONE!
BE REASONABLE! I KNOW HOW YOU FEEL, BUT EVEN WITH YOUR GREAT STRENGTH-- IT WOULD BE SUICIDE!
IT WILL BE SUICIDE IF I DON'T GO! ALL THE POWER OF SHIELD WOULD BE USELESS AGAINST THE MIGHT OF MAGNETO! SURPRISE IS MY ONLY HOPE!
I'M STILL GOING WITH YOU!
SURE! DEAL YOURSELF IN! IF I SHOULD DIE, LET IT BE IN THE COMPANY OF MY FRIEND!
IF ONLY I'D BEEN ABLE TO REACH XAVIER LAST WEEK! I'D FEEL A LOT BETTER ABOUT FACING MAGNETO WITH THE X-MEN BY MY SIDE!

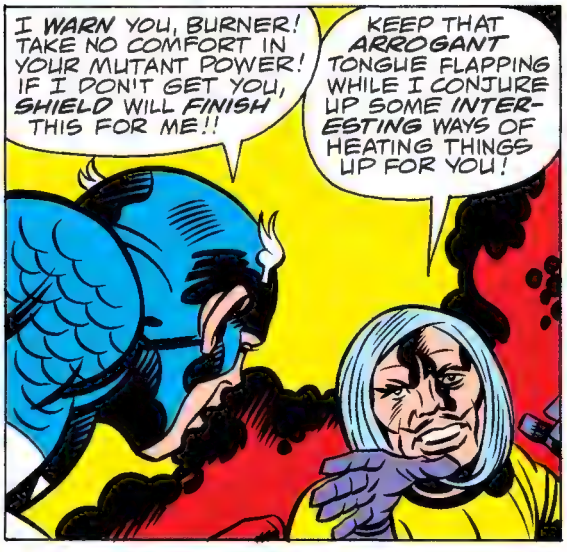

MEANWHILE, IN A HIGH TOWER OF MAGNETO'S LAIR, SAUCER-EYED PEEPER SCANS THE WIDE HORIZON...
HUH! THIS IS A GREAT PLACE TO BE WHILE THE OTHERS ARE PROBING THAT SPACESHIP!!
THE MUTANT'S POWER OF VISION ENJOYS A RANGE OF HUNDREDS OF MILES... LIKE A NATURAL TELESCOPE, IT CAN DEFINE DETAIL DENIED TO ORDINARY HUMANS...
THAT IS WHY CAP AND HIS COMPANION ARE SPOTTED ON THEIR WAY TO STOP MAGNETO'S MUTANTS!
PEEPER WASTES NO TIME IN SOUNDING HIS ALARM!!
TO YOUR BATTLE STATIONS, EVERYBODY!
I-IT'S TROUBLE!! BIG TROUBLE!! THEY'RE ONLY TEN MILES AWAY AND CLOSING IN FAST!
CAPTAIN AMERICA!! SOMEHOW HE FOUND US!!
GOOD!! NOW WE CAN FINISH THIS FIGHT!!
WE'LL MAKE SURE HE NEVER REACHES THIS ROOM!!
SEE TO IT!! THIS MOMENT IS CRUCIAL!

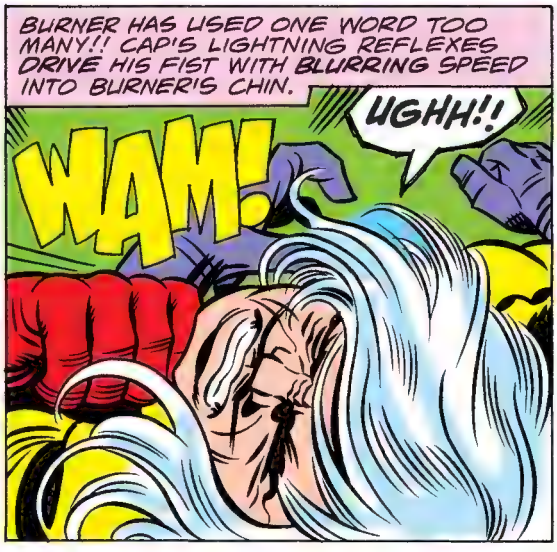
LOOK! MAGNETO'S ABOUT TO TRANSFER THE LITTLE GUY TO THE SPACESHIP!
AND VERY CAREFULLY, TOO...
SUDDENLY, AN ALIEN SIGNAL, GEARED TO ADMIT A FORM OF PROPER SIZE AND SHAPE, TRIGGERS THE AIRLOCK!!!
Y-YOU'VE DONE IT! THE DOOR'S WIDE OPEN!
AND OUR INSPECTOR IS ABOUT TO BOARD THIS SHIP!
A JETCOPTER, PUSHED TO MAXIMUM SPEED, DELIVERS TROUBLE SOON AFTER!!
NOW YOU'LL ANSWER TO ME, YOU DOGS!
THIS WAY, PUDDIN' HEAD!!
WE'RE WAITING FOR YOU!
CRASH!
WAP!
HAHAHA! THE FOOLS ALWAYS FALL FOR THIS TRICK!
HOLD HIM, SLITHER! I'LL DO THE REST!!!
FORGET IT, MISTER!! WE DON'T APPRECIATE YOUR SERVICES!!
KRAK!

IT'S CAPTAIN AMERICA! STOP HIM!
LET'S SEE IF YOU CAN DO THE JOB!
WE SURE CAN, FLAG WAVER!! IN FACT, LIFTER AND I ARE ACHING FOR A CRACK AT YOU!
HEH! HEH! HEH!! PUNCH AWAY, FOOL! I CAN TAKE ALL YOU'VE GOT!!
POW
POW
LIFTER HAS INCREASED HIS BODY DENSITY TO ASTOUNDING LIMITS! HE HAS THE STRENGTH OF A STONE FORTRESS. CAP IS CAUGHT IN THE CRUNCH OF THIS TERRIBLE POWER. ONE MIGHTY BLOW CAN KILL HIM!
H-HIS ARM-- HARD AS ROCK!! IT'S--!
STAND BY FOR OBLIVION, CHUM!
IT'S TOO EARLY TO CLAIM THE STAKES! THIS GAME'S NOT OVER!!!
WHA--!
LIFTER! LOOK OUT!
BAM!
AAAA!
UKK--!


SUDDENLY, A GESTURE FROM BURNER TURNS CAP'S COMPANION INTO A HUMAN SUN!!!
THIS HEAT--! I-IT WON'T STOP ME!
I CAN TAKE CARE OF THAT! LET'S TURN IT UP A FEW DEGREES!

HAHAHA! IF THAT DOESN'T MELT YOU DOWN, MUTANT--IT'LL STOP YOU COLD!!! HA HA HA!
BARBARIC MONSTER! YOU'RE A TRUE DISCIPLE OF MAGNETO!!
BURNER! BEHIND YOU--!


I WARN YOU, BURNER! TAKE NO COMFORT IN YOUR MUTANT POWER! IF I DON'T GET YOU, SHIELD WILL FINISH THIS FOR ME!!
KEEP THAT ARROGANT TONGUE FLAPPING WHILE I CONJURE UP SOME INTERESTING WAYS OF HEATING THINGS UP FOR YOU!


BURNER HAS USED ONE WORD TOO MANY!! CAP'S LIGHTNING REFLEXES DRIVE HIS FIST WITH BLURRING SPEED INTO BURNER'S CHIN.
WAM!
UGHH!!

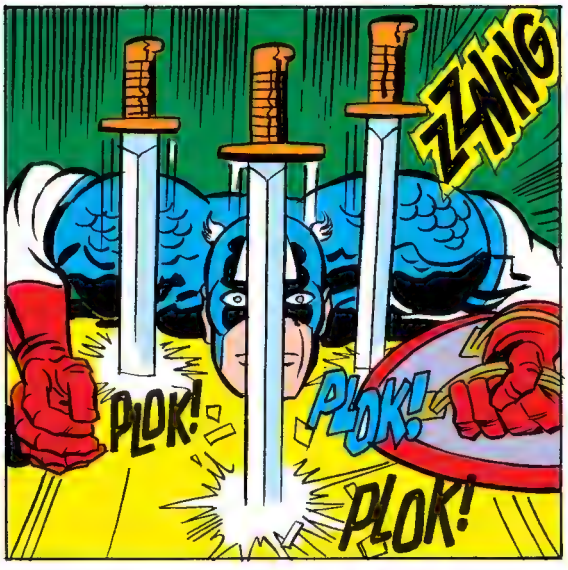
KRAK!

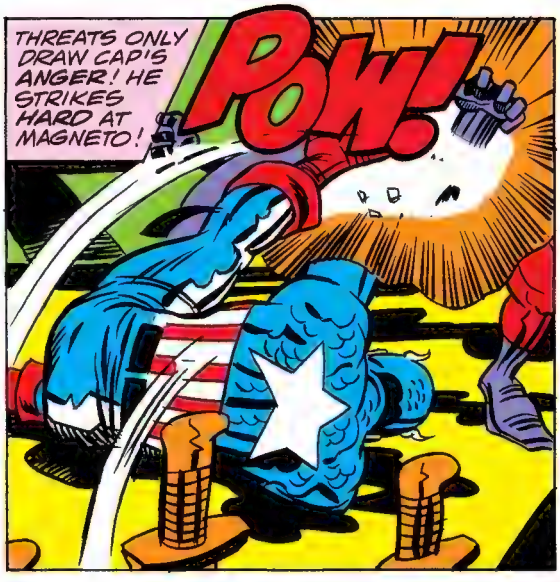
CAP RUSHES TO BURNER'S VICTIM...
HE DOESN'T SEEM HARMED BY THE HEAT-- AND YET--!

HE MISJUDGED HIS OWN BODY-RESISTANCE! IT WITHSTOOD THE HEAT BY CLOSING ITS PORES!
HE SUFFOCATED INTERNALLY!
THIS WAY, SUPER-HERO! THE BATTLE ISN'T OVER, YET!
MY EYES CAN GENERATE MORE THAN TELESCOPIC VISION!! AT MAXIMUM POWER, I CAN RELEASE LETHAL BEAMS!
ZZNNG
CAP IS CAUGHT BY SURPRISE!! HIS SHIELD BARELY SAVES HIM FROM THE POWERFUL IMPACT OF THE BEAMS!!
ZZNNGGG!
UGH!! HE MEANS WHAT HE SAYS!
HAHAHA! I'LL DRIVE YOU BACK, SUPER-HERO! I'LL PUSH YOU THROUGH THE FAR WALL! HAHAHAHA!!
ZZRREE!
BUT, ONCE AGAIN, CAP'S COBRA-LIKE SPEED HELPS HIM TO SURVIVE!! HE SEIZES PEEPER!!!
GOTCHA, YOU MURDEROUS LITTLE MUTANT!!
W-WHY YOU-- YOU--!
LET ME GO!! WHAT ARE YOU UP TO!!??
I'M INNOVATING, JUNIOR--SOLVING YOUR TRANSPORTATION PROBLEM!

I HOPE THE BASEMENT IS COLD AND DAMP!!! GIVE MY REGARDS TO THE OTHER RATS WHEN YOU HIT BOTTOM!!
Y-YOU'LL PAY FOR THIS!!
MEANWHILE, IN AN ADJOINING ROOM, MAGNETO WORKS FEVERISHLY TO FERRET OUT THE SECRETS OF THE TINY SPACESHIP...
MY CAPTIVE IS NOW WITHIN THE CRAFT! I MUST GAIN VISUAL CONTACT!
WE'RE LINKED BY A MINIATURE TV CABLE--AND IT SHOULD--
THERE! I'VE GOT HIS IMAGE! HE'S MOVING ABOUT!
THE DEMONSTRATION WITH CANDLE-FLAME MUST HAVE DELIVERED MY MESSAGE.
NOW, DO YOUR JOB, MICROBE! GET ME ALL THE POWER OF THE STARS!!
TAKE A BREAK, MAGNETO!
YOU'VE GOT A VISITOR!
CRASH!
WHAT'S THIS ALL ABOUT, MAGNETO? WHY THE AMBUSHES? WHY THE BATTLES--THE INJURIES--AND DEATHS?
I HAVE NOTHING TO EXPLAIN TO YOU --SAVE THE MANNER IN WHICH I SHALL DESTROY YOU!

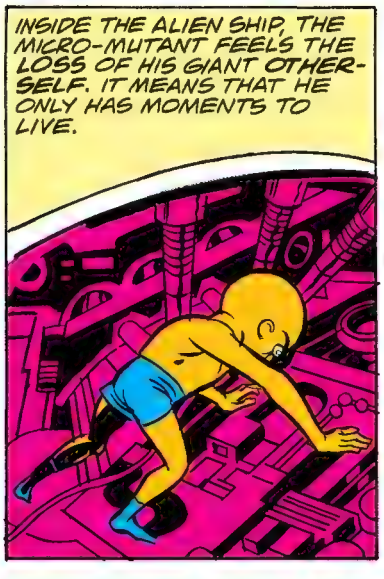
CAP LEAPS AT HIS PREY LIKE A TIGER! BUT MAGNETO'S INVISIBLE FORCES ARE ALREADY AT WORK...
YOU'LL FIND THE MASTER MORE DIFFICULT THAN HIS LACKEYS!
WE'LL SEE ABOUT THAT!
A LITTLE SPIN SHOULD TAKE THE FIGHT OUT OF YOU! I WANT YOU AT MY MERCY!!
CAP DESPERATELY REACHES OUT FROM THE MAGNETIC WHIRLWIND AND GRASPS A WALL FIXTURE!
UGH! GOT TO HOLD ON TO IT!!
KRAK!
MADE IT! I-I'M OUT OF THAT MAD MAELSTROM!
TOO LATE, FOOL!
THAT SPIN HAS DONE ITS WORK!! WHEN I'M READY, I SHALL SLOWLY CRUSH YOU INTO A SMALL, COMPACT HUMAN BALL!!
I-I'M NOT THROUGH YET!!
YOU'RE SHAKEN TO THE CORE AND HELPLESS TO ATTACK!
I CAN PLAY WITH YOUR FEARS AS I PLEASE!!
WITNESS!
ZZNNG!


ZZANG
PLOK!
PLOK!
PLOK!

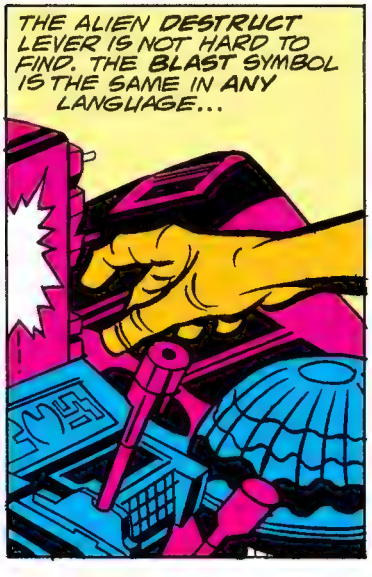

THREATS ONLY DRAW CAP'S ANGER! HE STRIKES HARD AT MAGNETO!
POW!

YOU--YOU MAY BE POWER INCARNATE, MAGNETO-- YOU MAY BE ABLE TO TAKE ON A WORLD AND WIN-- BUT AS LONG AS I'M ALIVE, I'LL FIGHT TO STOP YOU!
THEN YOU ARE A FOOL, HUMAN!
YOU--WHO ARE BARELY WORTH MY NOTICE!

AWWWWW! LET US HAVE HIM, CHIEF!!
WE MUTANTS REVIVE QUICKLY, SUPER-HERO!
YOU'RE OURS NOW!
THIS IS THE END OF THE LINE FOR YOU!

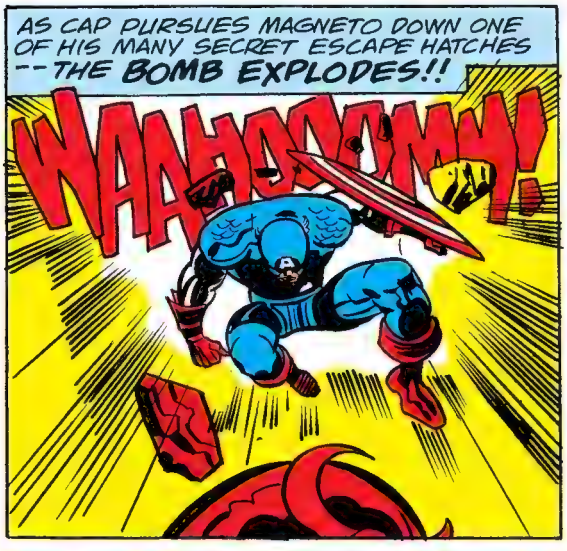

INSIDE THE ALIEN SHIP, THE MICRO-MUTANT FEELS THE LOSS OF HIS GIANT OTHER-SELF. IT MEANS THAT HE ONLY HAS MOMENTS TO LIVE.

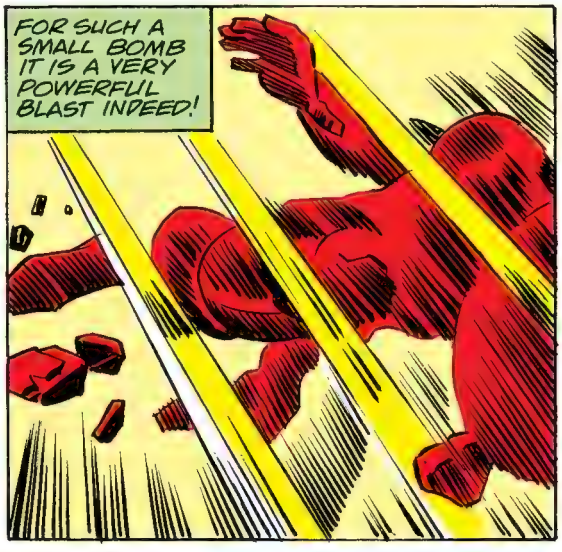
HE CANNOT EXIST ALONE --AND HE SEEKS A WAY TO BRING VENGEANCE DOWN UPON HIS KILLERS.


THE ALIEN DESTRUCT LEVER IS NOT HARD TO FIND. THE BLAST SYMBOL IS THE SAME IN ANY LANGUAGE...

MAGNETO IS THE FIRST TO SEE THE DANGER...
I-IT'S GLOWING!
LOOK! LOOK!!
WHA--?
WHAT IS THAT THING?

IT DOESN'T MATTER! RIGHT NOW, IT'S NOTHING MORE THAN A DETONATING BOMB!
HEY! NO YOU DON'T--!
FAREWELL!

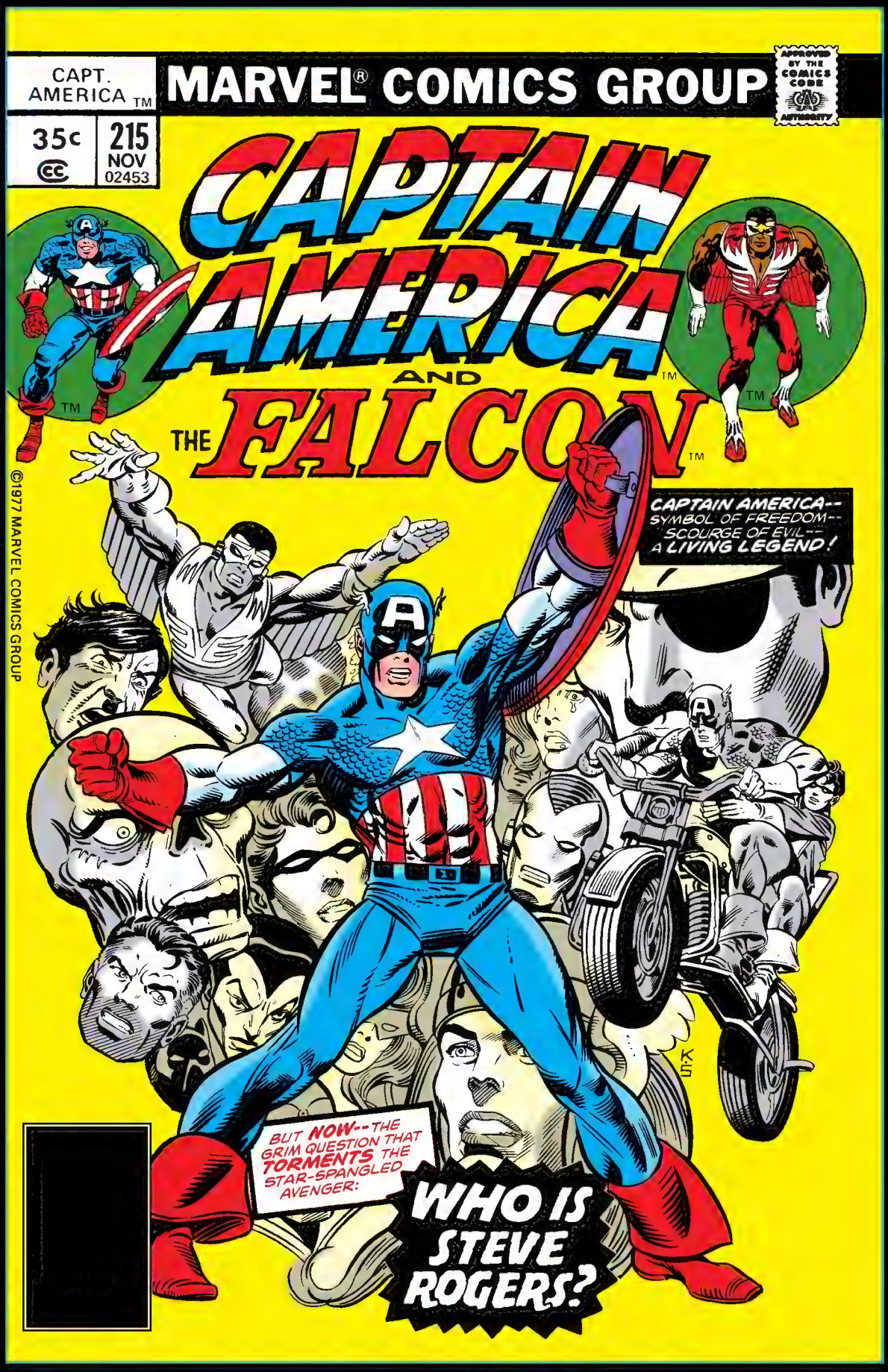

AS CAP PURSUES MAGNETO DOWN ONE OF HIS MANY SECRET ESCAPE HATCHES --THE BOMB EXPLODES!!
WAAHOOOMM!


FOR SUCH A SMALL BOMB IT IS A VERY POWERFUL BLAST INDEED!

CAP LIES STUNNED, BUT UNHARMED AT THE BOTTOM OF THE SHAFT INTO WHICH HE HAS LEAPED... IT'S BEEN A LONG DROP, BUT A SAFE ONE...

WHEN CAP REGAINS HIS SENSES, HE REALIZES THAT THE INCIDENT IS OVER. THE MUTANTS, THE HOUSE-- EVERYTHING ABOVE HIM-- IS GONE!

THERE IS NO SIGN OF MAGNETO. BUT CAP KNOWS THAT SOMEWHERE HE'S ALIVE AND PLOTTING ANOTHER BRAND OF MISCHIEF WITH WHICH TO PLAGUE CAP'S DREAMS...
THE END


CAPT. AMERICA ™
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CAPTAIN AMERICA
AND
THE FALCON
CAPTAIN AMERICA--
SYMBOL OF FREEDOM--
SCOURGE OF EVIL--
A LIVING LEGEND!
BUT NOW--THE GRIM QUESTION THAT TORMENTS THE STAR-SPANGLED AVENGER:
WHO IS STEVE ROGERS?
©1977 MARVEL COMICS GROUP

1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation*... to awaken in the *mid-1960's*, a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

YOU'VE SEEN COUNTLESS OTHER COMIC-MAGS OPEN WITH ALMOST THIS SELFSAME SCENE:
THE HERO (OR HEROES) RACING DOWN A NEW YORK STREET, OBVIOUSLY ON SOME WORLD-SAVING MISSION.
THIS SCENE IS DIFFERENT.
THIS MORNING, AS JADED MANHATTANITES GAPE IN AWE, CAPTAIN AMERICA IS ON A MISSION OF IMPORTANCE ONLY TO HIMSELF.
FOR A FEW SHORT HOURS AGO, HE WAS BLIND-- AND NOW HE CAN SEE AGAIN!
THERE IT IS, CAP-- THE EMPIRE STATE BUILDING!
THE WAY IT REALLY WAS!
A TURNING-POINT TALE FROM:
ROY THOMAS NEW WRITER & EDITOR
GEORGE TUSKA & PABLO MARCOS GUEST ARTISTS
ROSEN LETTERER
ROUSSOS COLORIST
A. GOODWIN CONSULTING ED.
DID YOU THINK I WOULDN'T NOTICE IT, OLD BUDDY?
NAAH! BUT YOU GOTTA SAY SOMETHING, Y'KNOW?
AFTER ALL, WHAT'S A MASKED SUPER-HERO WITHOUT A PITHY COMMENT OR TWO ON HIS EVER-LOVIN' LIPS?

THE RIDE TO THE 102nd FLOOR IS A **LONG** ONE. IT TAKES **TWO ELEVATORS**, AND HAS BEEN KNOWN TO GIVE FIRST TIMERS A **HOLLOW** FEELING IN THE PIT OF THEIR **STOMACHS**.

BUT **CAPTAIN AMERICA** IS FAR FROM A FIRST-TIME VISITOR AS HE LOOKS OUT ONCE AGAIN OVER A **CITY** SO VAST, SO SPRAWLING, SO **GRAND** THAT THEY HAD TO NAME IT **TWICE**:

NEW YORK, NEW YORK!

LOOK AT IT, FALCON! **MANHATTAN**-- THE BOROUGHS BEYOND-- THE MOST **MARVELOUS** SIGHT IN THE WORLD!

I DON'T **KNOW**, CAP. THERE'S **CRIME** OUT THERE... AND **FILTH**, AND **HUNGER**, AND ALL THE **REST** OF IT.

YES, BUT THERE'S **WONDER**, TOO!

AND SO HE **SPEAKS ON**, ALL BUT OBLIVIOUS OF THOSE **AROUND** HIM--

--**OUT-OF-TOWNERS**, MOSTLY... IN FROM OAKLAND OR ST. LOUIS OR DUBUQUE TO SEE A CITY THEY'VE BEEN SHOWN ON **FILM** FROM CHARLIE CHAPLIN TO MARTIN SCORSESE.

MAYBE THERE **ARE** SOME MUGGERS IN THE STREETS BELOW-- AND TONS OF **DIRT** WHICH, HAVING NO PLACE ELSE TO GO, MAY FIND ITS WAY ONTO THEIR **CONTACT LENSES**.

FOR ALL THAT, THEY CAN SENSE THERE IS **POWER** IN THIS CITY-- POWER, AND **GREATNESS** OF A KIND WHICH MOST CITIES ONLY **PRETEND** TO HAVE.

RADIO CITY

WABC TV

A CHORUS LINE

MAYBE AN EX-BEATLE NAMED **LENNON** SAID IT BEST, WHEN SOMEBODY ASKED WHY **HE** WANTED TO LIVE HERE MORE THAN ANY OTHER PLACE ON **EARTH**:

HE SAID-- IF YOU LIVED IN THE DAYS OF **ROME**, YOU'D WANT TO BE IN **ROME**-- SO HE WANTED TO BE IN **NEW YORK**!

AN OLD WARHORSE LIKE **ME** SURELY CAN'T ADD MUCH TO **THOSE** SENTIMENTS.

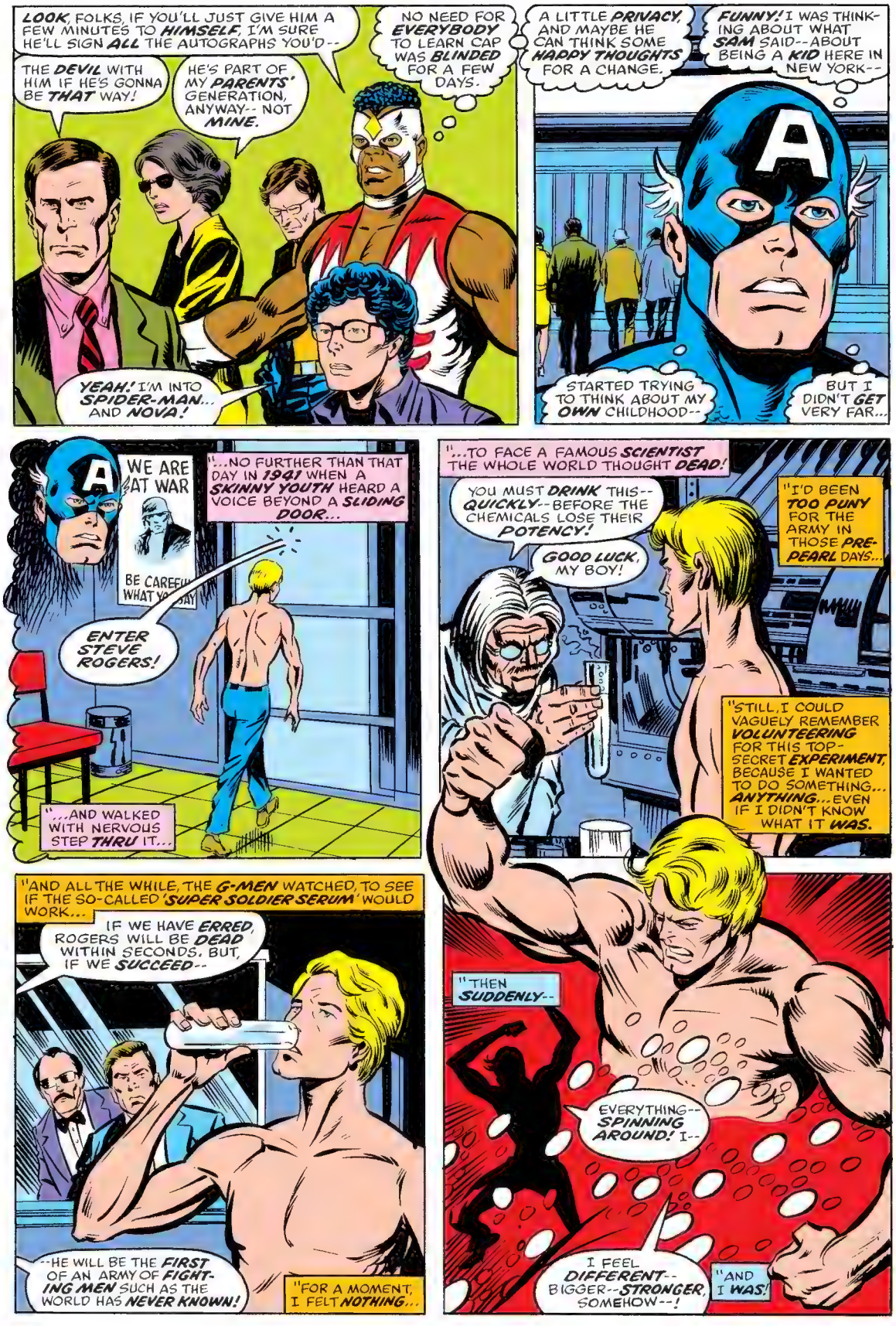
I CAN REMEMBER STANDING HERE IN '**41**, SOON AFTER I **BECAME** CAPTAIN AMERICA.

I FELT THAT WAY **THEN**-- AND I DON'T SEE ANY REASON TO CHANGE **NOW**!

THE SIGHT OF IT TAKES THEIR COLLECTIVE **BREATH** AWAY-- SO THAT IT TAKES THEM A MOMENT TO NOTICE EVEN THE **COLORFULLY-GARBED PAIR** NEAR THEM, BOTH SO FAMILIAR FROM THE SIX O'CLOCK NEWS AND THE PRINTED PAGE...

...**ONE** OF THEM CLAD IN A MANNER SO THAT **HE**, FULLY AS MUCH AS **NEW YORK** ITSELF, HAS COME ALMOST TO **STAND FOR** THE COUNTRY WHICH BEGINS A HUNDRED FLOORS BELOW.

STILL, IT'S HARD TO IGNORE A LIVING LEGEND FOR LONG, AND SO...
IS THAT YOUR ORIGINAL SHIELD, CAP? THE ONE YOU THROW ALL THE TIME?
IT'S MY SECOND SHIELD, ACTUALLY...
BUT, IT'S A REMARKABLE INVENTION; I CAN'T REALLY TAKE ALL THE CREDIT FOR--
IT'S LIKE A BOOMERANG, AIN'T IT-- AND NOTHIN' CAN HURT IT.
WHAT'S IT'S BIG SECRET?
SORRY. BUT, IF I TOLD ANY-ONE, THEN IT WOULDN'T BE A SECRET ANYMORE, WOULD IT?
WHAT'S A SUPER-HERO LIKE YOU DOING UP HERE WITH US TOURISTS?
YOU TRAILIN' THE RED SKULL OR SOMETHING?
NOTHING SO DRAMATIC, I'M AFRAID.
I JUST WANTED TO... SEE THE VIEW.
THAT'S ALL.
HEY, CAP-- WILL YOU GIMME YOUR AUTOGRAPH?
IT AIN'T FOR ME-- IT'S FOR MY GIRL FRIEND!
I'LL HAVE TO BEG OFF, FRIEND, IF YOU DON'T MIND.
I'VE... GOT TOO MUCH ON MY MIND RIGHT NOW. YOU SEE, I--
WHOA, OLD BUDDY.
DON'T LET THE WHOLE WORLD KNOW YOU WERE BLIND A LITTLE WHILE AGO...
THAT'S ALL YOU'D NEED TO BRING EVERY ONE'A YOUR OLD ENEMIES OUT OF HIDING TO TRY AN' OFF YOU, BEFORE YOU GOT COMPLETELY RECOVERED!
YOU'RE RIGHT, SAM. BUT, I HATE TO DISAPPOINT THOSE PEOPLE.
I GUESS I'M STILL A SYMBOL TO SOME PEOPLE... NOT A MAN AT ALL.
I'LL TAKE CARE OF THEM, OKAY?
OKAY. AND THANKS.


LOOK, FOLKS, IF YOU'LL JUST GIVE HIM A FEW MINUTES TO HIMSELF, I'M SURE HE'LL SIGN ALL THE AUTOGRAPHS YOU'D--
NO NEED FOR EVERYBODY TO LEARN CAP WAS BLINDED FOR A FEW DAYS.
THE DEVIL WITH HIM IF HE'S GONNA BE THAT WAY!
HE'S PART OF MY PARENTS' GENERATION, ANYWAY-- NOT MINE.
YEAH! I'M INTO SPIDER-MAN... AND NOVA!
A LITTLE PRIVACY, AND MAYBE HE CAN THINK SOME HAPPY THOUGHTS FOR A CHANGE.
FUNNY! I WAS THINKING ABOUT WHAT SAM SAID--ABOUT BEING A KID HERE IN NEW YORK--
STARTED TRYING TO THINK ABOUT MY OWN CHILDHOOD--
BUT I DIDN'T GET VERY FAR...
WE ARE AT WAR
"...NO FURTHER THAN THAT DAY IN 1941 WHEN A SKINNY YOUTH HEARD A VOICE BEYOND A SLIDING DOOR...
ENTER STEVE ROGERS!
"...AND WALKED WITH NERVOUS STEP THRU IT...
"...TO FACE A FAMOUS SCIENTIST THE WHOLE WORLD THOUGHT DEAD!
YOU MUST DRINK THIS-- QUICKLY-- BEFORE THE CHEMICALS LOSE THEIR POTENCY!
GOOD LUCK, MY BOY!
"I'D BEEN TOO PUNY FOR THE ARMY IN THOSE PRE-PEARL DAYS...
"STILL, I COULD VAGUELY REMEMBER VOLUNTEERING FOR THIS TOP-SECRET EXPERIMENT, BECAUSE I WANTED TO DO SOMETHING... ANYTHING... EVEN IF I DIDN'T KNOW WHAT IT WAS.
"AND ALL THE WHILE, THE G-MEN WATCHED, TO SEE IF THE SO-CALLED 'SUPER SOLDIER SERUM' WOULD WORK...
IF WE HAVE ERRED, ROGERS WILL BE DEAD WITHIN SECONDS. BUT, IF WE SUCCEED--
--HE WILL BE THE FIRST OF AN ARMY OF FIGHTING MEN SUCH AS THE WORLD HAS NEVER KNOWN!
"FOR A MOMENT, I FELT NOTHING...
"THEN SUDDENLY--
EVERYTHING-- SPINNING AROUND! I--
I FEEL DIFFERENT-- BIGGER-- STRONGER, SOMEHOW--!
"AND I WAS!

"BUT, NEXT MOMENT, WITHOUT WARNING, ONE OF THE CAREFULLY-SCREENED MEN IN THE ROOM TURNED OUT TO BE--A NAZI SPY!
BLAM!
DOWN WITH DEMOCRACY!
THE THIRD REICH SHALL LIVE FOREVER!

"AND THE MAN WHO HAD CONCEIVED THE BEING I NOW WAS--DIED IN MY NOW-MUSCULAR ARMS...
DOCTOR ERSKINE!
S-SAVE YOURSELF, MY BOY--SAVE--UHHH--!
GET THAT MURDERING NAZI!

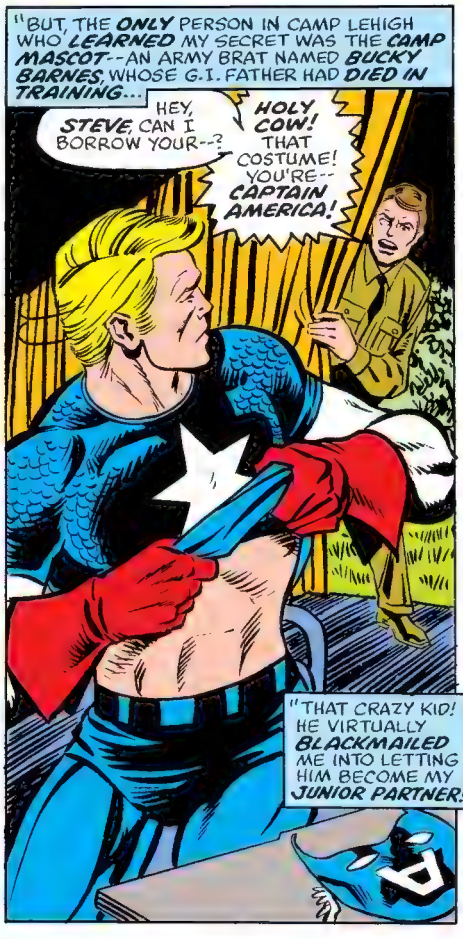
NO!! IT'S MY JOB!
IT'S WHAT I WAS CREATED TO DO!
DR. ERSKINE IS DEAD--AND HIS FORMULA DIED WITH HIM!
THERE CAN BE NO MORE LIKE ME!

BUT, I SHALL FIGHT FOR ALL THOSE WHO MIGHT HAVE BEEN!
"SMASHING THAT GESTAPO AGENT WAS, I SUPPOSE, MY LAST ACT AS A CIVILIAN...
"FOR, I WAS A PART NOW OF THAT WORLD-WIDE STRUGGLE THAT MEANT SO MUCH TO ME...

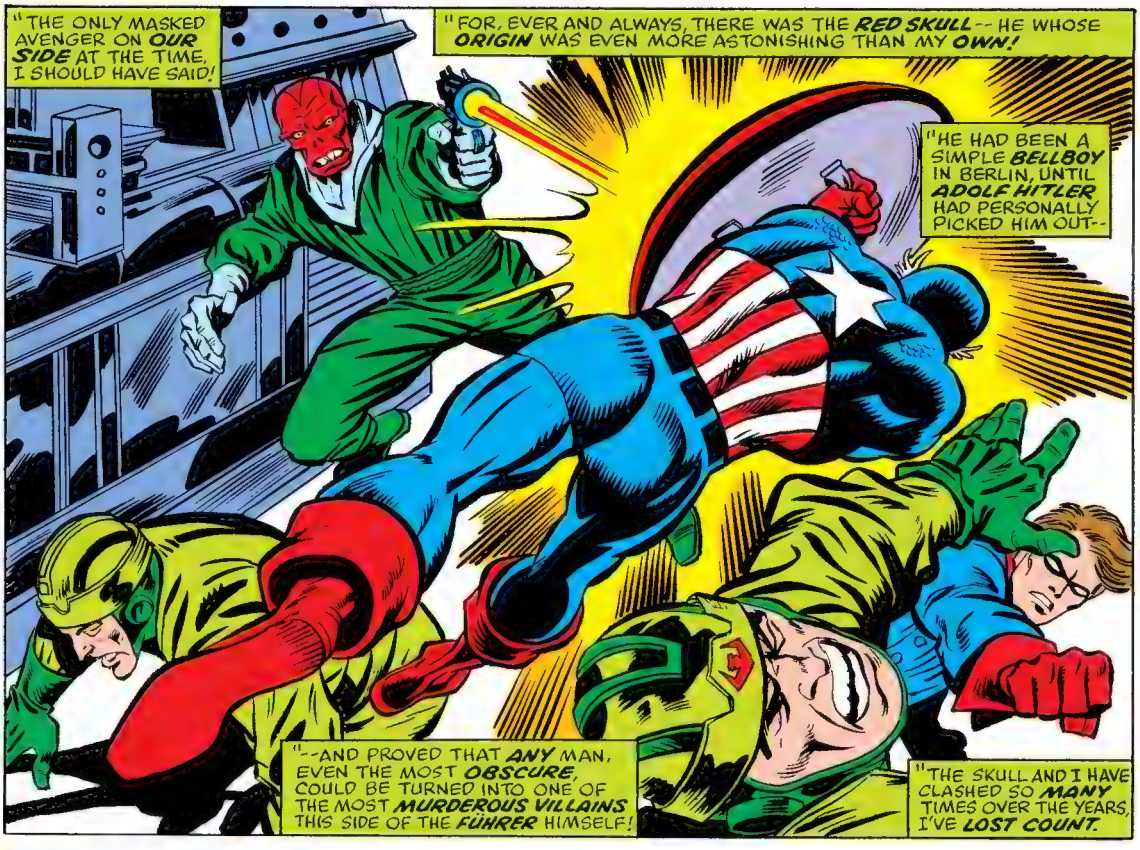
"IN FACT, I SWIFTLY BECAME MORE THAN JUST A PART OF IT...
"I WAS THE EMBODIMENT OF MY NATION... IT'S LIVING SYMBOL.
"I WAS-- CAPTAIN AMERICA!
"FIRST WITH ONE SHIELD, AND SOON WITH ANOTHER, MORE POTENT ONE, I DID BATTLE WITH THE ENEMIES OF MY COUNTRY-- FIRST AT HOME, AS I HAD BEEN DESIGNED TO DO--
"--AND THEN, AFTER AMERICA HAD ENTERED THE WORLD WAR, ABROAD AS WELL!
"MY SECOND SHIELD, WHOSE AMAZING SECRET I SHALL CARRY TO MY GRAVE, PROVED THE PERFECT WEAPON FOR THE NEARLY PERFECT WARRIOR-- A DEVICE BOTH FOR OFFENSE--
"--AND FOR DEFENSE!

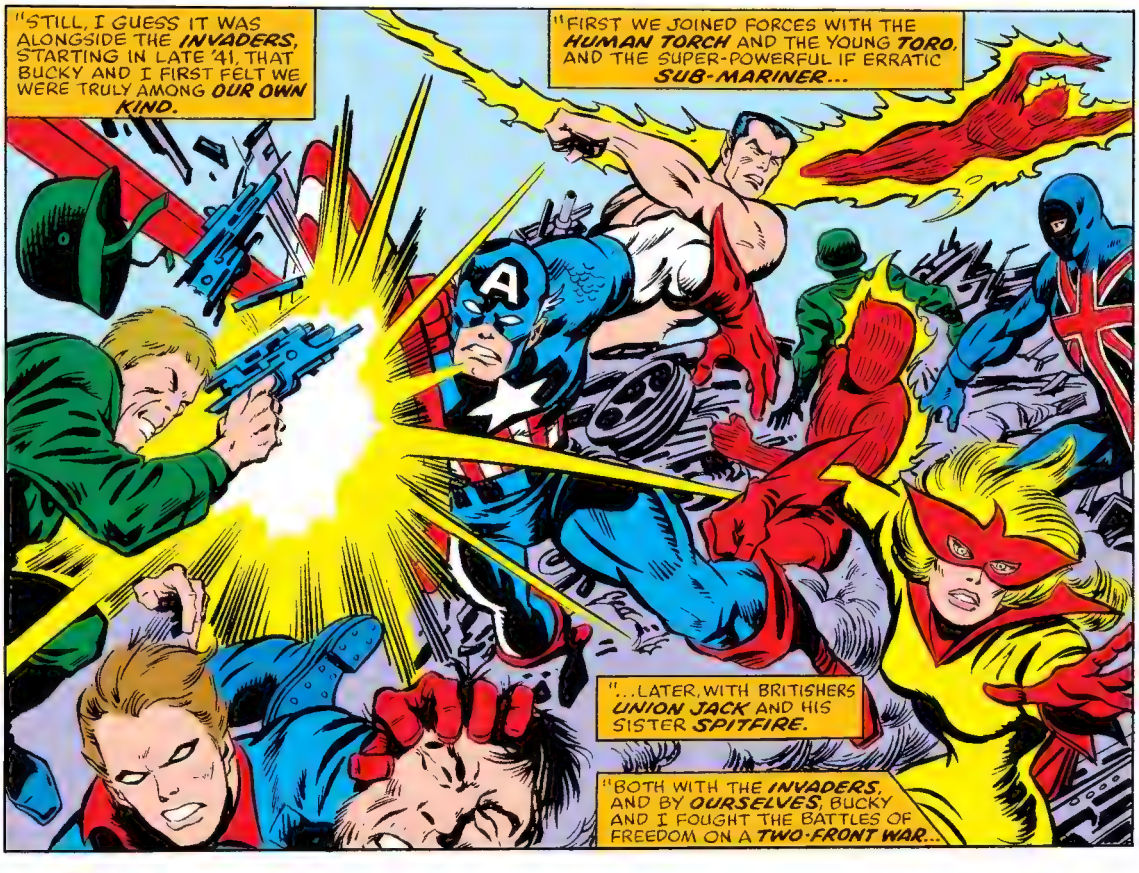
"YET, THE GREATEST IRONY OF ALL--
"--WAS THE FACT THAT NOW, AS PFC STEVE ROGERS, I CONCEALED MY STAR-SPANGLED NEW IDENTITY BENEATH MY ARMY KHAKI...
HEY, SARGE! THAT'S MY SECOND BULLSEYE THIS MONTH!
HOW'S ABOUT A THREE-DAY PASS TO CELEBRATE?
A PASS!?

LISSEN, YOU GOLDBRICK-- ONE MORE CRACK OUTTA YOU, AND YER GONNA BE DIGGIN' A LATRINE THE SIZE'A THE ATLANTIC--
AN-AND THEN, SARGE?
AND THEN YOU'LL START FILLIN' IT IN AGAIN!
MAYBE--IF I HIT A THIRD BULLSEYE--?
SHADDUP!
ROGERS
"POOR SGT. DUFFY! IF HE'D ONLY KNOWN!


"BUT, THE ONLY PERSON IN CAMP LEHIGH WHO LEARNED MY SECRET WAS THE CAMP MASCOT--AN ARMY BRAT NAMED BUCKY BARNES, WHOSE G.I. FATHER HAD DIED IN TRAINING...
HEY, STEVE, CAN I BORROW YOUR--?
HOLY COW! THAT COSTUME! YOU'RE-- CAPTAIN AMERICA!
"THAT CRAZY KID! HE VIRTUALLY BLACKMAILED ME INTO LETTING HIM BECOME MY JUNIOR PARTNER!

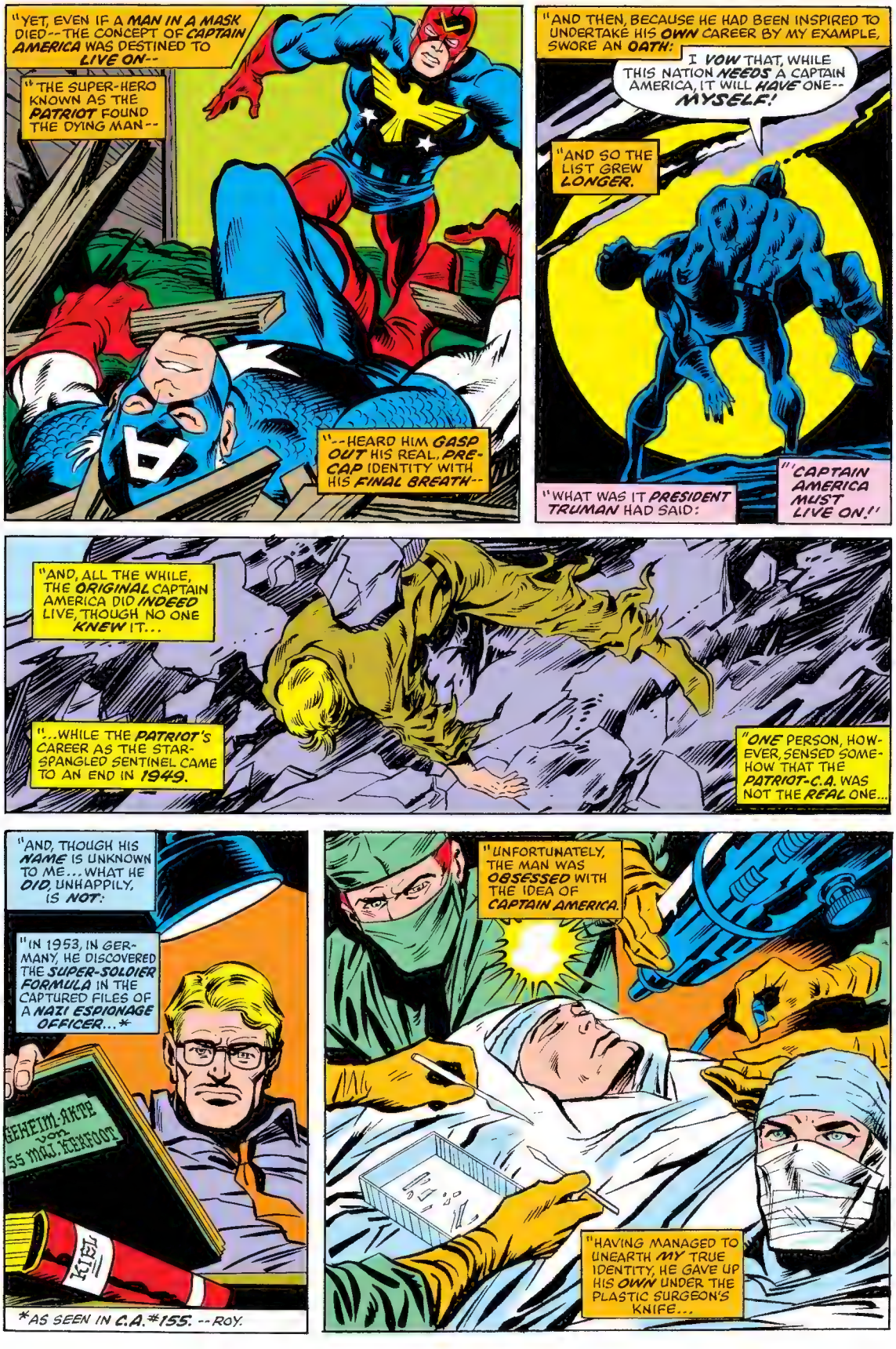
"AND THE FUNNY THING IS-- HE WAS GREAT AT IT!
"WITH NO FORMULA-GIVEN SUPER-POWERS, HE STILL PROVED TOUGHER THAN A CAGEFUL OF WILDCATS.
"AND, BEST OF ALL-- SUDDENLY, I WASN'T LONELY ANY MORE.
"FOR, IT'S A LONELY THING-- TO BE THE ONLY MASKED AVENGER IN A WORLD OF ORDINARY MEN.


"THE ONLY MASKED AVENGER ON OUR SIDE AT THE TIME, I SHOULD HAVE SAID!
"FOR, EVER AND ALWAYS, THERE WAS THE RED SKULL -- HE WHOSE ORIGIN WAS EVEN MORE ASTONISHING THAN MY OWN!
"HE HAD BEEN A SIMPLE BELLBOY IN BERLIN, UNTIL ADOLF HITLER HAD PERSONALLY PICKED HIM OUT--
"--AND PROVED THAT ANY MAN, EVEN THE MOST OBSCURE, COULD BE TURNED INTO ONE OF THE MOST MURDEROUS VILLAINS THIS SIDE OF THE FÜHRER HIMSELF!
"THE SKULL AND I HAVE CLASHED SO MANY TIMES OVER THE YEARS, I'VE LOST COUNT.

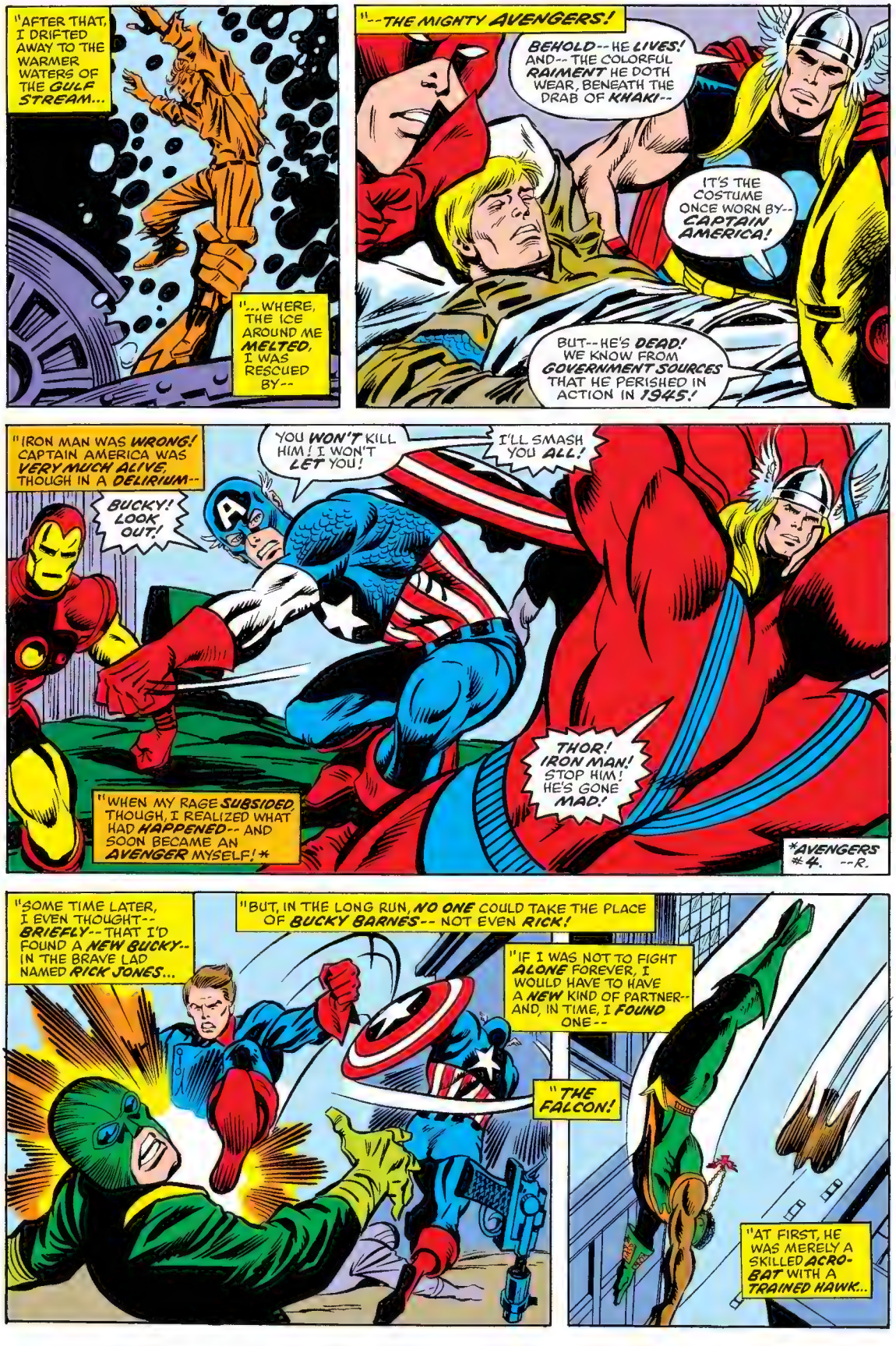

"STILL, I GUESS IT WAS ALONGSIDE THE INVADERS, STARTING IN LATE '41, THAT BUCKY AND I FIRST FELT WE WERE TRULY AMONG OUR OWN KIND.
"FIRST WE JOINED FORCES WITH THE HUMAN TORCH AND THE YOUNG TORO, AND THE SUPER-POWERFUL IF ERRATIC SUB-MARINER...
"...LATER, WITH BRITISHERS UNION JACK AND HIS SISTER SPITFIRE.
"BOTH WITH THE INVADERS, AND BY OURSELVES, BUCKY AND I FOUGHT THE BATTLES OF FREEDOM ON A TWO-FRONT WAR...

"AND WHO WOULD HAVE BELIEVED IT WOULD ALL END IN 1945--JUST A FEW SHORT DAYS BEFORE THE FINISH OF THE BLOODY WAR IN EUROPE...
"...AS THAT BRAVE YOUNGSTER AND I TRIED TO STOP AN EXPLOSIVE-FILLED EXPERIMENTAL DRONE PLANE FROM BEING SENT BACK BY REMOTE-CONTROL TO THE FATHERLAND...2*
WE'RE TOO LATE, BUCKY!
NO! DON'T STOP! I THINK I CAN REACH IT, CAP!
"I'VE RELIVED THAT FATEFUL MOMENT SO MANY TIMES--
*AVENGERS #4. --ROY.
"--AND SOMEHOW, EACH TIME, I'VE NEVER GIVEN UP HOPE THAT THIS TIME--THIS TIME--SOMEHOW, THE ENDING WILL BE DIFFERENT...!
DROP OFF--INTO THE WATER, LAD! DON'T TRY TO GO IT ALONE!
NO! I CAN BRING THE PLANE BACK--I KNOW I CAN!
LET GO! YOU CAN'T DEACTIVATE THE BOMB ABOARD WITHOUT ME!
"BUT IT NEVER IS DIFFERENT, IS IT?
"EACH TIME, MY TORTURED EARS--MY TORMENTED MIND--SEEM TO GO OVER AND OVER BUCKY'S LAST WORDS:
"'YOU'RE RIGHT, CAP! I SEE THE FUSE! IT'S GONNA BLOW!'
"NEXT MOMENT, BOTH HE AND THE PLANE ARE GONE--AMID A BURST OF SOUND AND FLAME AND FURY WHICH SIGNALS THE END OF MY WORLD!
"STRANGELY, EACH TIME, I RETAIN CONSCIOUSNESS FOR ANOTHER FEW SECONDS, EVEN AS I PLUMMET TOWARD THE CHANNEL WATERS BELOW...
HE'S GONE! AND I--WITH ALL MY POWER, ALL MY STRENGTH--I COULDN'T SAVE HIM!
"THEN, I REMEMBER NO MORE--NOT FOR NEARLY TWENTY YEARS!

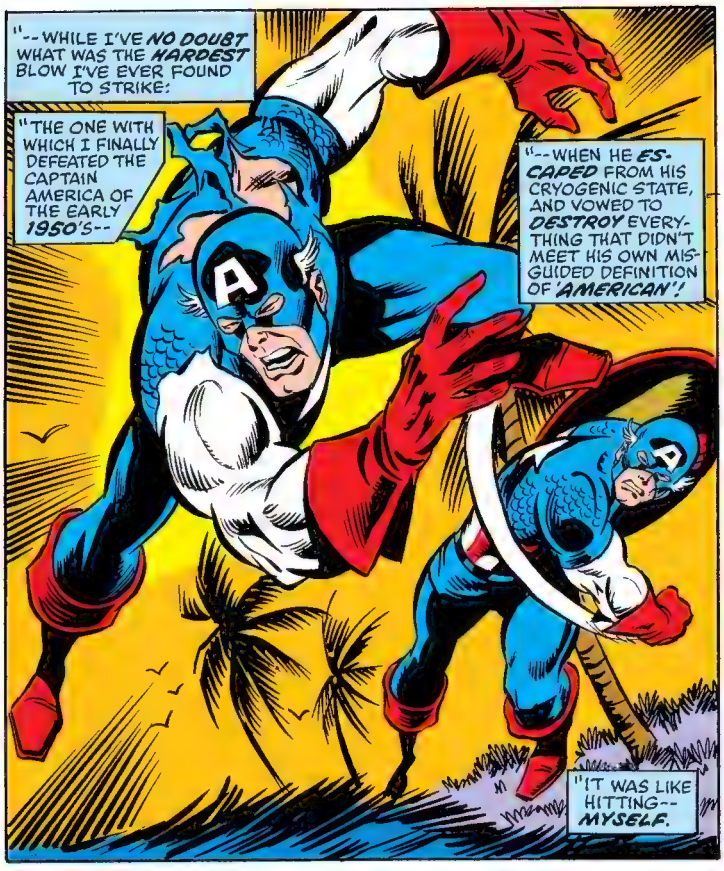
"I SIMPLY DRIFTED--ONE MORE PIECE OF HUMAN FLOTSAM, LIKE THE COUNTLESS DEAD SAILORS FROM EVERY NAVY IN THE WORLD IN THOSE TERRIBLE DAYS.
"THE ONLY DIFFERENCE WAS... I WAS ALIVE, AND IN A STATE OF SUSPENDED ANIMATION WHICH, EVEN TODAY, I CAN'T EXPLAIN.
"THE REST OF THE WORLD, THOUGH, WOULD HAVE THOUGHT ME DEAD--
"--EXCEPT FOR THE INSPIRATION OF A GENTLEMAN FROM MISSOURI WHO NOW OCCUPIED THE WHITE HOUSE:
"THE SPIRIT OF '76," THEY CALLED YOU IN ENGLAND, DIDN'T THEY?
YES, MR. PRESIDENT.
WELL, I'M ASKING YOU TO BE THE SPIRIT OF TODAY--THE SPIRIT OF AMERICA!
"QUICKLY, HE OUTLINED HIS PLAN...
"...THAT THE AXIS, IN PARTICULAR, SHOULD THINK CAPTAIN AMERICA STILL LIVED!
I--I CAN'T BELIEVE HE'S DEAD, SIR--!
EVEN THIS SHIELD--
MERELY A REASONABLE FACSIMILE, I'M AFRAID.
WELL, WILL YOU DO IT, SON?
OF COURSE, MR. PRESIDENT--IF THAT'S WHAT YOU WANT.
BUT, WHAT ABOUT MY "BUCKY"?
THE F.B.I.'S SEEING TO THAT.
NOW, I'LL CALL THE REMAINING INVADERS BACK HOME, AND--
"BUT, THE CAREER OF THE FIRST REPLACEMENT CAPTAIN AMERICA WAS TO COME TO A TRAGIC END OF ITS OWN IN '46--
"--AT THE LETHAL, INHUMAN HANDS OF A METALLIC MONSTER--PART OF A MAD ANDROID'S SCHEME TO CONQUER MANKIND!*
*SEE WHAT IF #4. --R.T.


"YET, EVEN IF A MAN IN A MASK DIED--THE CONCEPT OF CAPTAIN AMERICA WAS DESTINED TO LIVE ON--
"THE SUPER-HERO KNOWN AS THE PATRIOT FOUND THE DYING MAN--
"--HEARD HIM GASP OUT HIS REAL, PRE-CAP IDENTITY WITH HIS FINAL BREATH--
"AND THEN, BECAUSE HE HAD BEEN INSPIRED TO UNDERTAKE HIS OWN CAREER BY MY EXAMPLE, SWORE AN OATH:
I VOW THAT, WHILE THIS NATION NEEDS A CAPTAIN AMERICA, IT WILL HAVE ONE--MYSELF!
"AND SO THE LIST GREW LONGER.
"WHAT WAS IT PRESIDENT TRUMAN HAD SAID:
"'CAPTAIN AMERICA MUST LIVE ON!'
"AND, ALL THE WHILE, THE ORIGINAL CAPTAIN AMERICA DID INDEED LIVE, THOUGH NO ONE KNEW IT...
"...WHILE THE PATRIOT'S CAREER AS THE STAR-SPANGLED SENTINEL CAME TO AN END IN 1949.
"ONE PERSON, HOWEVER, SENSED SOMEHOW THAT THE PATRIOT-C.A. WAS NOT THE REAL ONE...
"AND, THOUGH HIS NAME IS UNKNOWN TO ME... WHAT HE DID, UNHAPPILY, IS NOT:
"IN 1953, IN GERMANY, HE DISCOVERED THE SUPER-SOLDIER FORMULA IN THE CAPTURED FILES OF A NAZI ESPIONAGE OFFICER...*
GEHEIM-AKTE von SS MAJ. KEATOOT
KIEL
*AS SEEN IN C.A. #155. --ROY.
"UNFORTUNATELY, THE MAN WAS OBSESSED WITH THE IDEA OF CAPTAIN AMERICA.
"HAVING MANAGED TO UNEARTH MY TRUE IDENTITY, HE GAVE UP HIS OWN UNDER THE PLASTIC SURGEON'S KNIFE...

"...TO BECOME, WHEN THE BANDAGES WERE REMOVED...
"...THE EXACT DOUBLE OF... STEVE ROGERS!
"AND WHEN A FAKE RED SKULL ATTACKED THE UNITED NATIONS, A CAPTAIN AMERICA WAS THERE!
"BUT, THERE WAS A FLAW IN THE GERMAN SPY'S RECORDING OF THE SUPER-SOLDIER FORMULA...
"...A FLAW AT FIRST MISTAKENLY ATTRIBUTED TO HIS NOT HAVING BEEN BATHED, LIKE MYSELF IN VITA-RAYS AFTER DRINKING THE POTION.
"THE IMPURE FORMULA EVENTUALLY TURNED THIS CAPTAIN AMERICA AND HIS BUCKY INTO A MENACE TO SOCIETY...
"AND, ONLY A YEAR LATER, THEY WERE PLACED IN SUSPENDED ANIMATION BY OVER-ZEALOUS GOVERNMENT AGENTS.
"THE IRONY OF IT ALL IS THAT MEANWHILE I WAS IN A DIFFERENT KIND OF SUSPENDED ANIMATION.
"AT LONG LAST, IN 1963, I SOMEHOW FLOATED TO THE SURFACE, THOUGH IMBEDDED IN ICE...
"...TO BE FOUND AND EVEN WORSHIPPED BY AN ISOLATED ESKIMO TRIBE...!
O MIGHTY LORD OF THE FROZEN ICE, HEAR OUR PRAYERS...
"ANOTHER IRONY, IN A LIFE FILLED WITH THEM: IT WAS THE WANDERING SUB-MARINER WHO CAME ONTO THE SCENE, AND VENTED HIS WRATH ON A BLOCK OF ICE!
"IF HE HAD ONLY KNOWN THAT ONE OF HIS FELLOW INVADERS FROM TWO DECADES BEFORE WAS IMPRISONED INSIDE IT...!
"BUT, HE DID NOT.


"AFTER THAT, I DRIFTED AWAY TO THE WARMER WATERS OF THE GULF STREAM...
"...WHERE, THE ICE AROUND ME MELTED, I WAS RESCUED BY--
"--THE MIGHTY AVENGERS!
BEHOLD--HE LIVES! AND--THE COLORFUL RAIMENT HE DOTH WEAR, BENEATH THE DRAB OF KHAKI--
IT'S THE COSTUME ONCE WORN BY--CAPTAIN AMERICA!
BUT--HE'S DEAD! WE KNOW FROM GOVERNMENT SOURCES THAT HE PERISHED IN ACTION IN 1945!
"IRON MAN WAS WRONG! CAPTAIN AMERICA WAS VERY MUCH ALIVE, THOUGH IN A DELIRIUM--
BUCKY! LOOK OUT!
YOU WON'T KILL HIM! I WON'T LET YOU!
I'LL SMASH YOU ALL!
THOR! IRON MAN! STOP HIM! HE'S GONE MAD!
"WHEN MY RAGE SUBSIDED, THOUGH, I REALIZED WHAT HAD HAPPENED--AND SOON BECAME AN AVENGER MYSELF!*
*AVENGERS #4. --R.
"SOME TIME LATER, I EVEN THOUGHT--BRIEFLY--THAT I'D FOUND A NEW BUCKY--IN THE BRAVE LAD NAMED RICK JONES...
"BUT, IN THE LONG RUN, NO ONE COULD TAKE THE PLACE OF BUCKY BARNES--NOT EVEN RICK!
"IF I WAS NOT TO FIGHT ALONE FOREVER, I WOULD HAVE TO HAVE A NEW KIND OF PARTNER--AND, IN TIME, I FOUND ONE--
"THE FALCON!
"AT FIRST, HE WAS MERELY A SKILLED ACROBAT WITH A TRAINED HAWK...

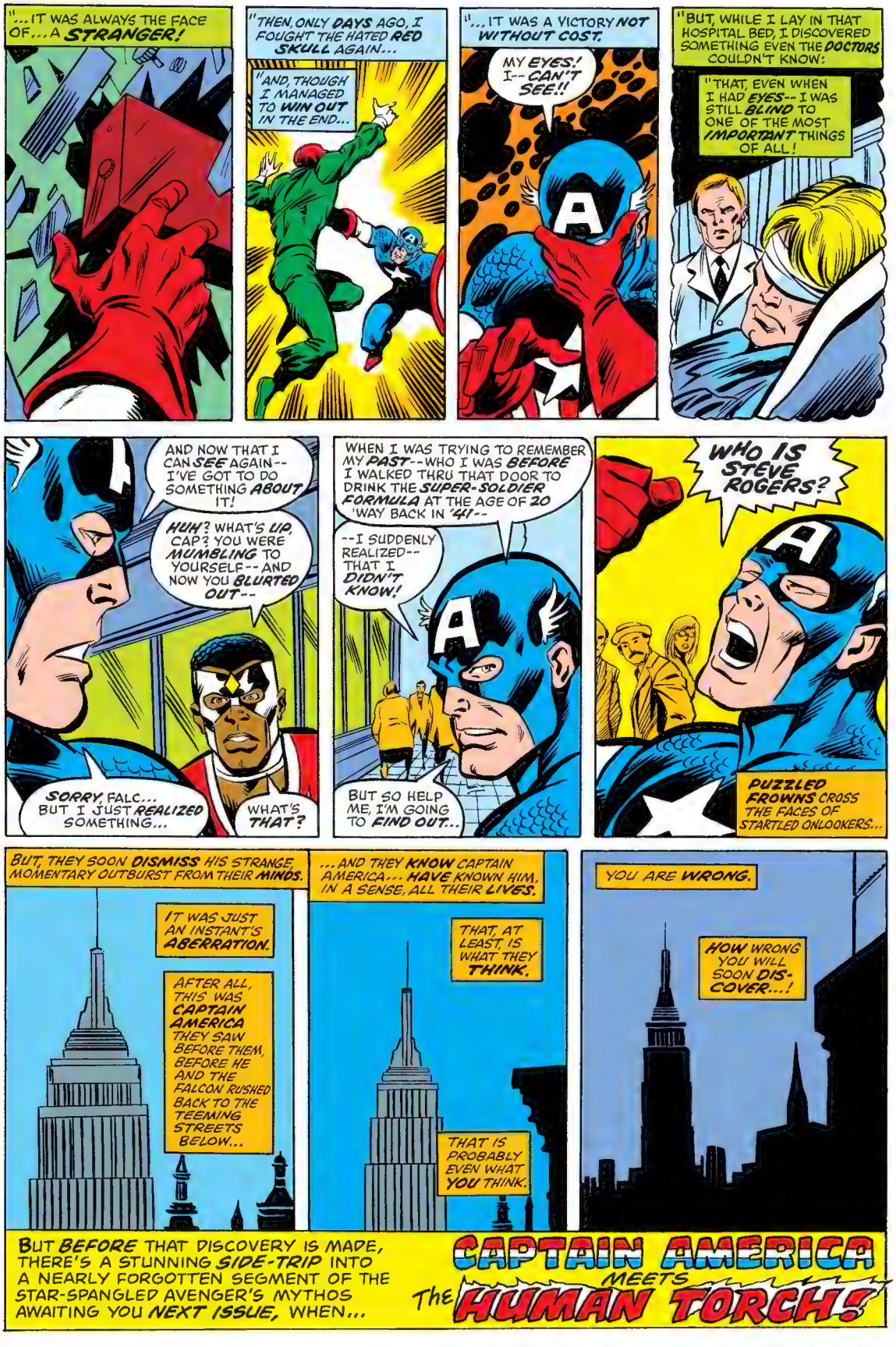
"YET, IN TIME, HE MASTERED THE POWER OF GLIDE-FLYING FOR SHORT DISTANCES, TO RIVAL THE POWER OF HIGH-SOARING REDWING HIMSELF!
"AND NO MAN EVER HAD A MORE LOYAL FRIEND THAN SAM WILSON, ALIAS THE FALCON!
"STILL, I'M GETTING AHEAD OF MYSELF.
"FOR, OUR BAPTISM OF FIRE WAS A BATTLE AGAINST THE TRUE RED SKULL, WHO LIKE MYSELF HAD BEEN PLACED IN A FREAKISH STATE OF SUSPENDED ANIMATION--
"--AND WHO WOULD HAVE USED THE ALL-POWERFUL COSMIC CUBE TO ENSLAVE THE WHOLE PLANET, IF SAM HADN'T DISTRACTED HIM AT A FATEFUL MOMENT...
THAT'S IT, FALCON!
YOU GAVE ME THE SPLIT-SECOND I NEED!
MY CUBE!
IT MUST BE MINE AGAIN!*
"THE SKULL DIDN'T RECOVER THE LETHAL CUBE, OF COURSE -- AND IT WAS ALMOST A PLEASURE TO USE MY FISTS AGAINST ONE AS UNABASHEDLY, UNDENIABLY EVIL AS HE --
*THIS SCENE, AND THE FALCON'S ORIGIN, FROM ISSUES #118-119. --REMINISCIN' ROY.


"--WHILE I'VE NO DOUBT WHAT WAS THE HARDEST BLOW I'VE EVER FOUND TO STRIKE:
"THE ONE WITH WHICH I FINALLY DEFEATED THE CAPTAIN AMERICA OF THE EARLY 1950'S--
"--WHEN HE ESCAPED FROM HIS CRYOGENIC STATE, AND VOWED TO DESTROY EVERYTHING THAT DIDN'T MEET HIS OWN MISGUIDED DEFINITION OF 'AMERICAN'!
"IT WAS LIKE HITTING--MYSELF.

"AND AGAIN, THE FALCON WAS THERE--AND SHARON CARTER, THE GIRL I LOVE... AND SISTER OF THE GIRL I ONCE LOVED,*
THE AUTHORITIES WILL PUT HIM AND "BUCKY" BACK IN THEIR SUSPENDED-ANIMATION TANKS, UNTIL A CURE CAN BE FOUND...IF ONE CAN BE FOUND.
AND I'LL GO BACK TO FIGHTING FOR A BETTER AMERICA WHILE THEY SLEEP.
BUT ALL THE TIME, I'LL BE THINKING...
...THAT HE COULD HAVE BEEN ME.
*ISSUE #156,--ROY.

"SINCE THAT DAY, I'VE FOUGHT ALONGSIDE SAM AND SHARON--NEXT TO NICK FURY, MY OLD BUDDY--
"--AND AT THE FOREFRONT OF SEVERAL DIFFERENT GROUPINGS OF AVENGERS.
"ONCE, I EVEN TRIED GIVING UP THE IDENTITY OF CAPTAIN AMERICA FOREVER...ONLY TO FIND IT WAS AS MUCH A PART OF MY BLOOD AS THE SUPER-SOLDIER FORMULA ITSELF.

"BUT ALWAYS, UNDERNEATH IT ALL... ESPECIALLY SINCE THE ENCOUNTER WITH THAT OTHER CAPTAIN AMERICA, I'VE FELT ALONE...
"AND, WHEN I SAW THE FACE OF STEVE ROGERS STARING BACK AT ME, YOUNGER THAN IT HAD A RIGHT TO BE AFTER ALL THESE YEARS...


"...IT WAS ALWAYS THE FACE OF... A STRANGER!
"THEN, ONLY DAYS AGO, I FOUGHT THE HATED RED SKULL AGAIN...
"AND, THOUGH I MANAGED TO WIN OUT IN THE END...
"...IT WAS A VICTORY NOT WITHOUT COST.
MY EYES! I--CAN'T SEE!!
"BUT, WHILE I LAY IN THAT HOSPITAL BED, I DISCOVERED SOMETHING EVEN THE DOCTORS COULDN'T KNOW:
"THAT, EVEN WHEN I HAD EYES--I WAS STILL BLIND TO ONE OF THE MOST IMPORTANT THINGS OF ALL!
AND NOW THAT I CAN SEE AGAIN--I'VE GOT TO DO SOMETHING ABOUT IT!
HUH? WHAT'S UP, CAP? YOU WERE MUMBLING TO YOURSELF--AND NOW YOU BLURTED OUT--
SORRY, FALC... BUT I JUST REALIZED SOMETHING...
WHAT'S THAT?
WHEN I WAS TRYING TO REMEMBER MY PAST--WHO I WAS BEFORE I WALKED THRU THAT DOOR TO DRINK THE SUPER-SOLDIER FORMULA AT THE AGE OF 20 'WAY BACK IN '41--
--I SUDDENLY REALIZED--THAT I DIDN'T KNOW!
BUT SO HELP ME, I'M GOING TO FIND OUT...
WHO IS STEVE ROGERS?
PUZZLED FROWNS CROSS THE FACES OF STARTLED ONLOOKERS...
BUT, THEY SOON DISMISS HIS STRANGE, MOMENTARY OUTBURST FROM THEIR MINDS.
IT WAS JUST AN INSTANT'S ABERRATION.
AFTER ALL, THIS WAS CAPTAIN AMERICA THEY SAW BEFORE THEM, BEFORE HE AND THE FALCON RUSHED BACK TO THE TEEMING STREETS BELOW...
...AND THEY KNOW CAPTAIN AMERICA... HAVE KNOWN HIM, IN A SENSE, ALL THEIR LIVES.
THAT, AT LEAST, IS WHAT THEY THINK.
THAT IS PROBABLY EVEN WHAT YOU THINK.
YOU ARE WRONG.
HOW WRONG YOU WILL SOON DISCOVER...!
BUT BEFORE THAT DISCOVERY IS MADE, THERE'S A STUNNING SIDE-TRIP INTO A NEARLY FORGOTTEN SEGMENT OF THE STAR-SPANGLED AVENGER'S MYTHOS AWAITING YOU NEXT ISSUE, WHEN...
CAPTAIN AMERICA MEETS THE HUMAN TORCH!

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BLAZING BATTLE WITH A SURPRISING FINISH!
THE FLAME AND THE SHIELD!
FROM OUT OF THE PAST-- THE NEARLY-FORGOTTEN FIRST APPEARANCE THAT BROUGHT CAP EXPLODING INTO THE MARVEL AGE OF COMICS!
GK
EC

Stan Lee PRESENTS: CAPTAIN AMERICA!™
CAPTAIN AMERICA! THE NAME HAS BECOME ALMOST SYNONYMOUS WITH THE NATION HE WAS CREATED TO DEFEND.
BUT NOW, THE STAR-SPANGLED AVENGER HAS DISCOVERED THAT HE DOES NOT KNOW WHO HE IS-- OR RATHER, WHO STEVE ROGERS WAS IN THE DAYS AND MONTHS AND YEARS BEFORE HE DONNED THAT RED-WHITE-AND-BLUE UNIFORM.
HE IS DETERMINED TO FIND OUT!
IN HIS MIND'S EYE HE HAS RE-LIVED HIS PAST LIFE: THE GLORIOUS BATTLES OF WORLD WAR II-- THE STARK TRAGEDY WHICH ENDED HIS FIRST CAREER-- THE FATEFUL DAY IN 1963 WHEN HE WAS RESTORED TO LIFE BY THE MIGHTY AVENGERS.*
IN THAT REVERIE, HE COVERED EVERY INCARNATION OF CAPTAIN AMERICA-- OF HIMSELF, AND THOSE OF DARED TO TAKE HIS PLACE DURING THE CRUCIAL YEARS FROM 1945 TO 1963.
--ALL, THAT IS-- BUT ONE.
THIS IS THE STORY HE FORGOT-- THE STORY, PERHAPS, HE NEVER KNEW--!
*LAST ISSUE.--ROY.

CAPTAIN AMERICA #216 REPRINTED THE *STRANGE TALES* #114 (NOVEMBER 1963) BATTLE BETWEEN THE HUMAN TORCH AND A CAPTAIN AMERICA IMPOSTER PLUS A NEW TITLE PAGE.

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THE FALCON™
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ALL NEW!
CAP STANDS ALONE--AGAINST STARTLING NEW SUPER-HEROES--AND THE AGENTS OF SHIELD!
FURY! FALCON! ARE YOU BOTH TURNING AGAINST ME, TOO??
BELIEVE IT, SHIELD-SLINGER!
YOU'RE A TRAITOR TO SHIELD--AND YOU'RE GONNA PAY FOR IT--THE HARD WAY!!

1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation*... to awaken in the *mid-1960's*, a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

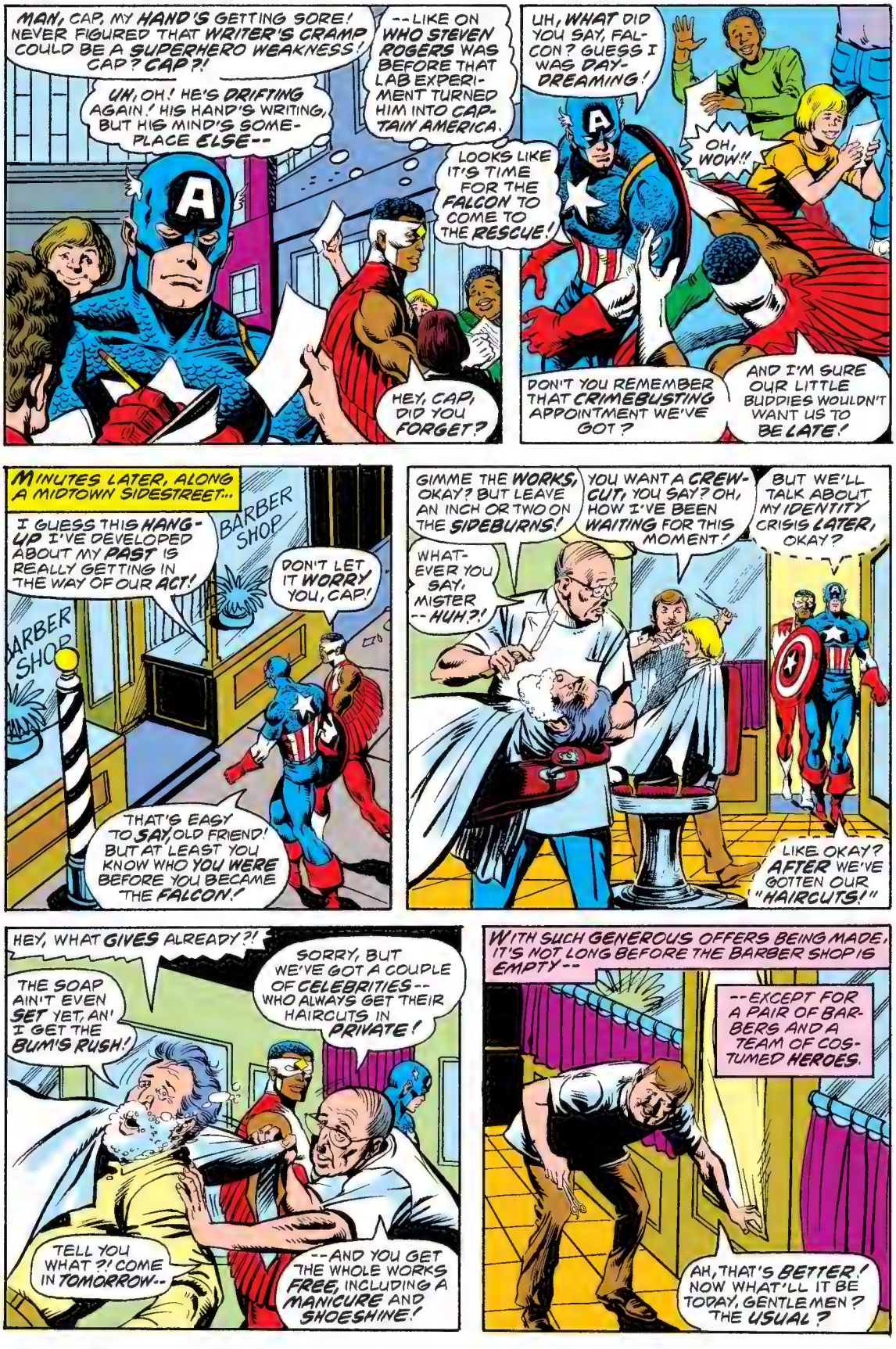
Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

ROY THOMAS & DON GLUT WRITERS * JOHN BUSCEMA PENCILS * PABLO MARCOS INKS * D. WOHL LETTERS * P RACHE COLORS R. THOMAS EDITOR

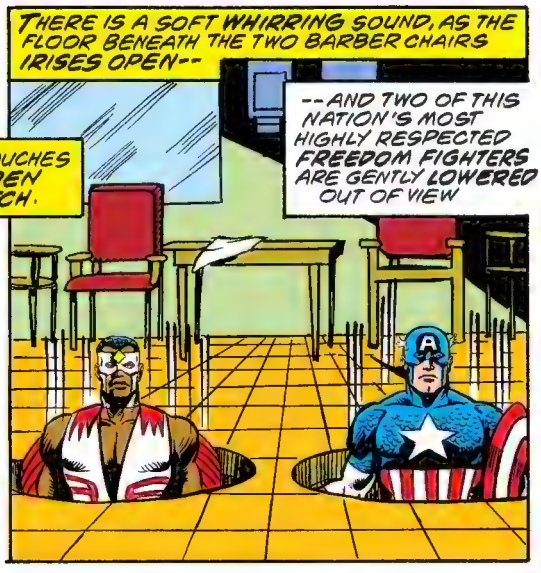
* and ARCHIE GOODWIN CONSULTING EDITOR *

THE SEARCH FOR STEVE ROGERS!

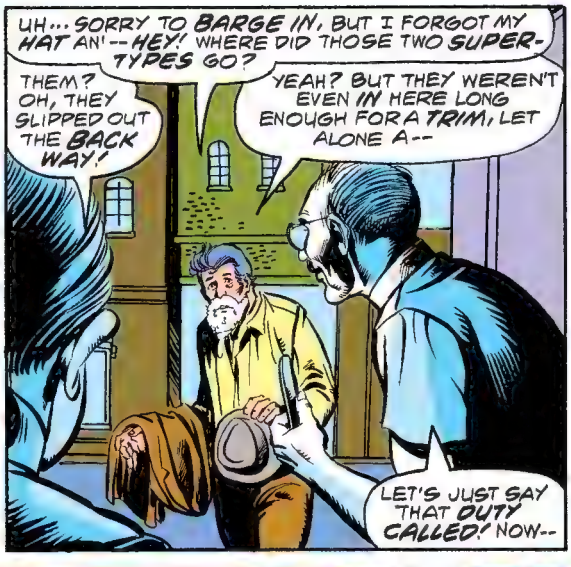
ANK
THERE YOU ARE, SON! NOW WHO'S NEXT?
HEY, STOP THE BUS! IT'S CAPTAIN AMERICA AN' THE FALCON!!
4 MAIN STREET
DON'T WORRY, KIDS! WE'LL SIGN AS MANY AUTO-GRAPHS AS WE CAN!
BUT QUIT SHOVING, OKAY? AND TRY'N BE PATIENT!
ALL THIS WRITING TAKES TIME! AND ONE POWER NEITHER CAP OR I HAVE IS SUPER-SPEED!

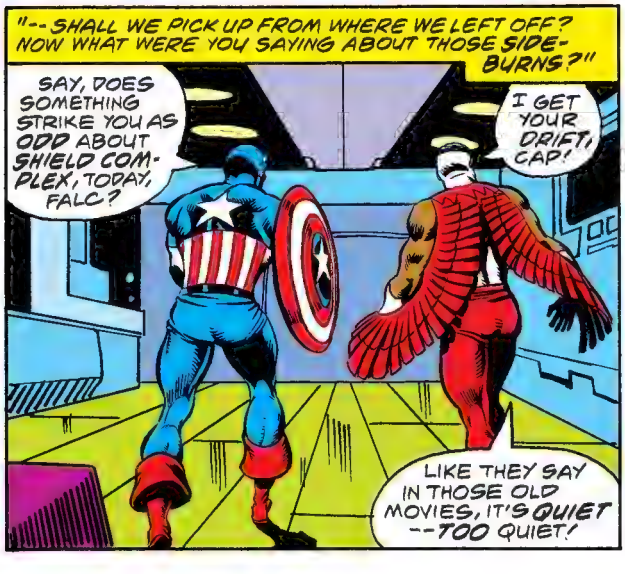

MAN, CAP, MY HAND'S GETTING SORE! NEVER FIGURED THAT WRITER'S CRAMP COULD BE A SUPERHERO WEAKNESS! CAP? CAP?!
UH, OH! HE'S DRIFTING AGAIN! HIS HAND'S WRITING, BUT HIS MIND'S SOMEPLACE ELSE--
--LIKE ON WHO STEVEN ROGERS WAS BEFORE THAT LAB EXPERIMENT TURNED HIM INTO CAPTAIN AMERICA.
LOOKS LIKE IT'S TIME FOR THE FALCON TO COME TO THE RESCUE!
HEY, CAP, DID YOU FORGET?
UH, WHAT DID YOU SAY, FALCON? GUESS I WAS DAYDREAMING!
OH, WOW!!
DON'T YOU REMEMBER THAT CRIMEBUSTING APPOINTMENT WE'VE GOT?
AND I'M SURE OUR LITTLE BUDDIES WOULDN'T WANT US TO BE LATE!
MINUTES LATER, ALONG A MIDTOWN SIDESTREET...
I GUESS THIS HANG-UP I'VE DEVELOPED ABOUT MY PAST IS REALLY GETTING IN THE WAY OF OUR ACT!
BARBER SHOP
DON'T LET IT WORRY YOU, CAP!
THAT'S EASY TO SAY, OLD FRIEND! BUT AT LEAST YOU KNOW WHO YOU WERE BEFORE YOU BECAME THE FALCON!
GIMME THE WORKS, OKAY? BUT LEAVE AN INCH OR TWO ON THE SIDEBURNS!
YOU WANT A CREW-CUT, YOU SAY? OH, HOW I'VE BEEN WAITING FOR THIS MOMENT!
BUT WE'LL TALK ABOUT MY IDENTITY CRISIS LATER, OKAY?
WHATEVER YOU SAY, MISTER --HUH?!
LIKE OKAY? AFTER WE'VE GOTTEN OUR "HAIRCUTS!"
HEY, WHAT GIVES ALREADY?!
THE SOAP AIN'T EVEN SET YET, AN' I GET THE BUM'S RUSH!
SORRY, BUT WE'VE GOT A COUPLE OF CELEBRITIES-- WHO ALWAYS GET THEIR HAIRCUTS IN PRIVATE!
TELL YOU WHAT?! COME IN TOMORROW--
--AND YOU GET THE WHOLE WORKS FREE, INCLUDING A MANICURE AND SHOESHINE!
WITH SUCH GENEROUS OFFERS BEING MADE, IT'S NOT LONG BEFORE THE BARBER SHOP IS EMPTY--
--EXCEPT FOR A PAIR OF BARBERS AND A TEAM OF COSTUMED HEROES.
AH, THAT'S BETTER! NOW WHAT'LL IT BE TODAY, GENTLEMEN? THE USUAL?

YOU GOT IT, PAL-- BUT DON'T TAKE TOO MUCH OFF THE TOP!
ONE OF THE BARBERS REACHES OUT, BUT INSTEAD OF GRABBING SCISSORS AND ELECTRICAL CLIPPERS--
--HE TOUCHES A HIDDEN SWITCH.


THERE IS A SOFT WHIRRING SOUND, AS THE FLOOR BENEATH THE TWO BARBER CHAIRS IRISES OPEN--
--AND TWO OF THIS NATION'S MOST HIGHLY RESPECTED FREEDOM FIGHTERS ARE GENTLY LOWERED OUT OF VIEW

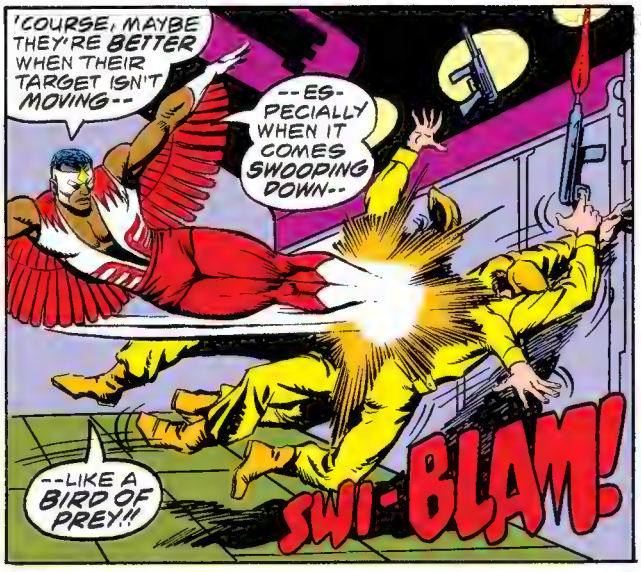
FOR A FULL THIRTY-SECONDS, THE CHAIRS REMAIN BENEATH THE BARBER SHOP FLOOR. AND WHEN THEY RETURN...
ALL RIGHT, I SUPPOSE IT'S SAFE TO OPEN UP FOR BUSINESS AGAIN!
GUESS WE'D BETTER-- BEFORE THAT GUY OUTSIDE KNOCKS DOWN THE DOOR!
KNOK! KNOK! KNOK! KNOK!


UH... SORRY TO BARGE IN, BUT I FORGOT MY HAT AN'--HEY! WHERE DID THOSE TWO SUPER-TYPES GO?
THEM? OH, THEY SLIPPED OUT THE BACK WAY!
YEAH? BUT THEY WEREN'T EVEN IN HERE LONG ENOUGH FOR A TRIM, LET ALONE A--
LET'S JUST SAY THAT DUTY CALLED! NOW--


"--SHALL WE PICK UP FROM WHERE WE LEFT OFF? NOW WHAT WERE YOU SAYING ABOUT THOSE SIDE-BURNS?"
SAY, DOES SOMETHING STRIKE YOU AS ODD ABOUT SHIELD COMPLEX, TODAY, FALC?
I GET YOUR DRIFT, CAP!
LIKE THEY SAY IN THOSE OLD MOVIES, IT'S QUIET --TOO QUIET!

BUT QUIET IT'S NOT FOR LONG, AS CAP AND FALCON ARE SUDDENLY ALERTED BY A SLIDING PANEL...
HOLY!
COMING OUT OF THAT WALL, CAP!
WHAT'RE WE GONNA DO?!
GOOD QUESTION, BUDDY!

"FIRST, WE WAIT... FIND OUT WHY THOSE SHIELD AGENTS ARE CHARGING DOWN ON US...
"AND IF THEY REALLY MEAN TO FIGHT US--"
THEY DO!
CLANG!
--WE HIT BACK!!
AND WE HIT 'EM HARD!!
BOB!
OH, OH!!
IF NOT FOR THESE GLIDER WINGS OF MINE--
KA-ZAK!!
--THAT WALL WOULD'VE BEEN ME!
AND SINCE THIS HIGH-FLYIN' BIRD DOESN'T PARTICULARLY LIKE THE THOUGHT OF GETTING ROASTED--
THUD-O!
UGHNNN...
CAREFUL OF THOSE BLASTERS, FALCON!
STARK DESIGNED THEM TO MELT THROUGH SOLID STEEL!
AND THAT'S ALL THEY'RE GONNA MELT, CAP--
HEY, WHERE'D HE GO--
--AT LEAST TILL THESE "HEAVIES" IMPROVE THEIR AIM!


'COURSE, MAYBE THEY'RE BETTER WHEN THEIR TARGET ISN'T MOVING--
--ESPECIALLY WHEN IT COMES SWOOPING DOWN--
--LIKE A BIRD OF PREY!!
SWI-BLAM!

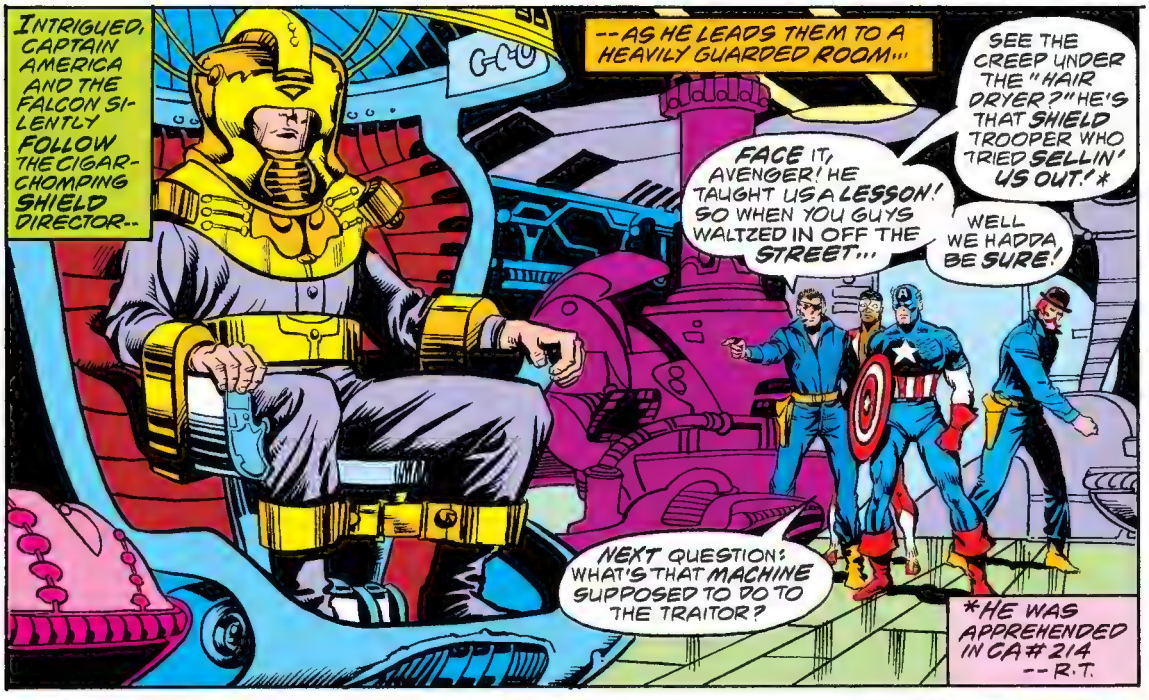
WELL, GUESS THAT TAKES CARE OF THEM, CAP!
DON'T BE SO SURE IT'S OVER, FALCON!
THERE'S ANOTHER WALL PANEL OPENING OVER THERE! SO BE READY TO--

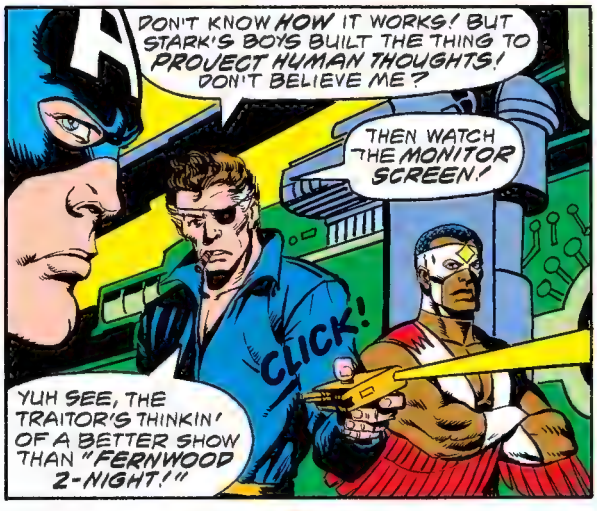
AWRIGHT, YOU STAR-SPANGLED GRAND-SLAMMER! YOU AND THE "WINGED WONDER" KIN TAKE A BREATHER! I JUST SOUNDED THE BELL ON THIS BOUT!
NICK FURY!
AN' DON'T FORGET OL' DUM DUM DUGAN, CAP!
YOU KNOW HOW I HATE GETTIN' LEFT OUT!

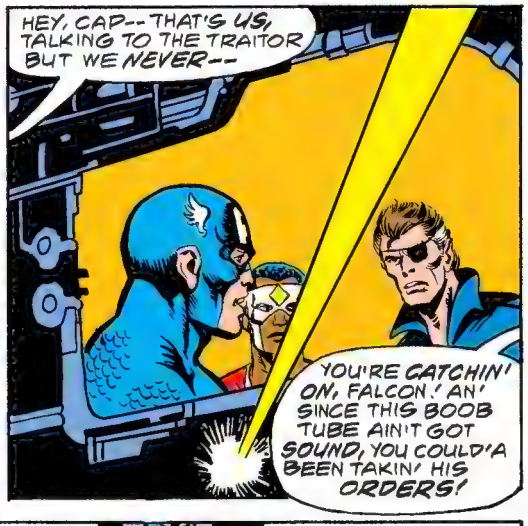
ALL RIGHT, FURY, WHAT'S THE IDEA?!
WHAT'S EATIN' YUH, HERO?! MY BOYS GIVE YUH A HARD TIME?
THAT'S NOT THE POINT! THOSE A-GENTS OF YOURS WERE OUT FOR OUR BLOOD! WHAT'S WRONG--?
FORGET WHAT OUR UNIFORMS LOOKED LIKE?

SOMETHIN' LIKE THAT! YUH SEE, CAP--ANYBODY KIN' DRESS UP IN FANCY DUDS 'N CALL HIMSELF CAPTAIN AMERICA OR THE FALCON!
BUT THAT DON'T MEAN HE'S THE REAL McCOY!
YOU THOUGHT WE MIGHT BE IMPOSTERS?!

YOU GOT IT, CAP! SO I HADDA TEST YOU AND THE FALCON--HADDA MAKE SURE YOU WEREN'T A COUPLE'A RINGERS!
BUT IF WE WERE IMPOSTERS, HOW COULD WE HAVE GOTTEN DOWN HERE? THIS COMPLEX HAS TOP SECURITY!
SO TELL ME SOMETHIN' I DON'T KNOW ALREADY!
BUT FIRST FOLLOW ME! 'CAUSE OL' NICK'S GONNA TEACH YOU HEROES THE FACTS'A LIFE!

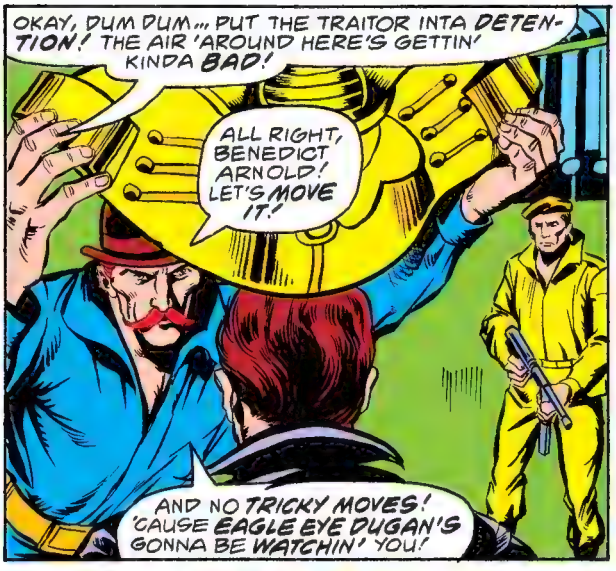

INTRIGUED, CAPTAIN AMERICA AND THE FALCON SILENTLY FOLLOW THE CIGAR-CHOMPING SHIELD DIRECTOR--
--AS HE LEADS THEM TO A HEAVILY GUARDED ROOM...
SEE THE CREEP UNDER THE "HAIR DRYER?" HE'S THAT SHIELD TROOPER WHO TRIED SELLIN' US OUT!*
FACE IT, AVENGER! HE TAUGHT US A LESSON! SO WHEN YOU GUYS WALTZED IN OFF THE STREET...
WELL WE HADDA BE SURE!
NEXT QUESTION: WHAT'S THAT MACHINE SUPPOSED TO DO TO THE TRAITOR?
*HE WAS APPREHENDED IN CA # 214 --R.T.


DON'T KNOW HOW IT WORKS! BUT STARK'S BOYS BUILT THE THING TO PROJECT HUMAN THOUGHTS! DON'T BELIEVE ME?
THEN WATCH THE MONITOR SCREEN!
CLICK!
YUH SEE, THE TRAITOR'S THINKIN' OF A BETTER SHOW THAN "FERNWOOD 2-NIGHT!"


HEY, CAP-- THAT'S US, TALKING TO THE TRAITOR BUT WE NEVER--
YOU'RE CATCHIN' ON, FALCON.' AN' SINCE THIS BOOB TUBE AIN'T GOT SOUND, YOU COULD'A BEEN TAKIN' HIS ORDERS!

OR-- MAYBE THE TWO COSTUMED JOKERS ON THAT SCREEN WERE FAKES, HIRED BY THE TRAITORS ORGANIZATION *--
--A GANG OF REAL PROS CALLIN' ITSELF THE CORPORATION!
WHATEVER, WE COULDN'T TAKE ANY CHANCES! CLEAR?
*SEE CA #213--R.T.

CLEAR! SO THIS "CORPORATION" HAS MANAGED TO INFILTRATE SHIELD COMPLEX! CLEVER!
REAL CLEVER, CAP! THEY MUSTA PROGRAMMED THIS CREEP TO KEEP THINKIN' OF YOU AN' THE FALCON!
BRAINWASHED...
RIGHT! TO BETRAY YOU AND NOT THE ORGANIZATION, 'CASE HE GOT HISSELF CAUGHT!


OKAY, DUM DUM... PUT THE TRAITOR INTA DETENTION! THE AIR 'AROUND HERE'S GETTIN' KINDA BAD!
ALL RIGHT, BENEDICT ARNOLD! LET'S MOVE IT!
AND NO TRICKY MOVES! 'CAUSE EAGLE EYE DUGAN'S GONNA BE WATCHIN' YOU!

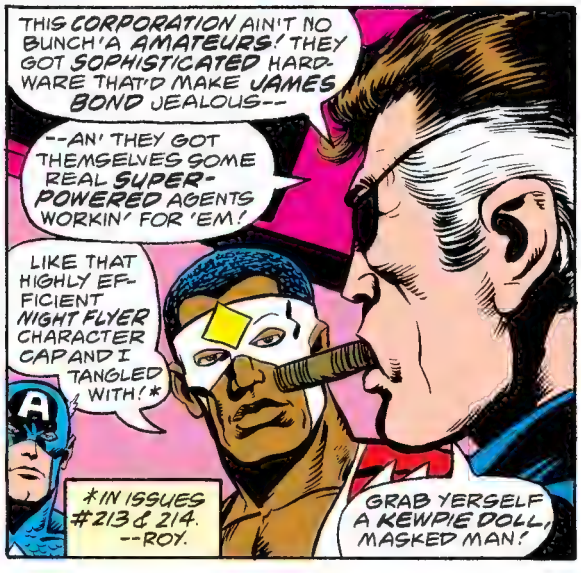
BUT THE FORMER 'HOWLER' FAILS TO SEE THE EVER-SO-INNOCENT GESTURE WHICH DOES NOT GO UNNOTICED BY NICK FURY'S ONE GOOD EYE...
HEY!
WHAT'S WRONG, COLONEL FURY? HE'S GOT AN ITCH, THAT'S ALL!

LIKE HELL HE DOES! STOP 'IM!!
TOO LATE! DUGAN! HE'S ALREADY LICKED HIS FINGER...
AN HE'S DROPPIN'--

THE GUY MUSTA TAKEN SOME KINDA POISON! QUICK -- GET THEM SAW-BONES IN HERE ON THE DOUBLE!
FERGET IT, NICK, YOU'D JUST BE WASTIN' THEIR TIME!

YEAH. AN' TA THINK I THOUGHT WE CHECKED OUT EVERY INCH-'A THE TRAITOR! NEVER THOUGHT TA LOOK UNDER HIS EYELID FOR A POISON!
FURY, YUH BLEW IT! WE AIN'T GONNA LEARN NOTHIN' MORE FROM THIS LOSER!

OKAY, DUM DUM, GET RID'A THE BUM BEFORE HE STARTS TA DRAW FLIES!
HMMM. I'M GETTING THE PICTURE, FURY!
WHAT'S WRONG, NICK? SHIELD RUN OUTA RAID?
THOUGHT YOU WOULD, AVENGER!


THIS CORPORATION AIN'T NO BUNCH'A AMATEURS! THEY GOT SOPHISTICATED HARDWARE THAT'D MAKE JAMES BOND JEALOUS--
--AN' THEY GOT THEMSELVES SOME REAL SUPER-POWERED AGENTS WORKIN' FOR 'EM!
LIKE THAT HIGHLY EFFICIENT NIGHT FLYER CHARACTER CAP AND I TANGLED WITH!*
*IN ISSUES #213 & 214. --ROY.
GRAB YERSELF A KEWPIE DOLL, MASKED MAN!

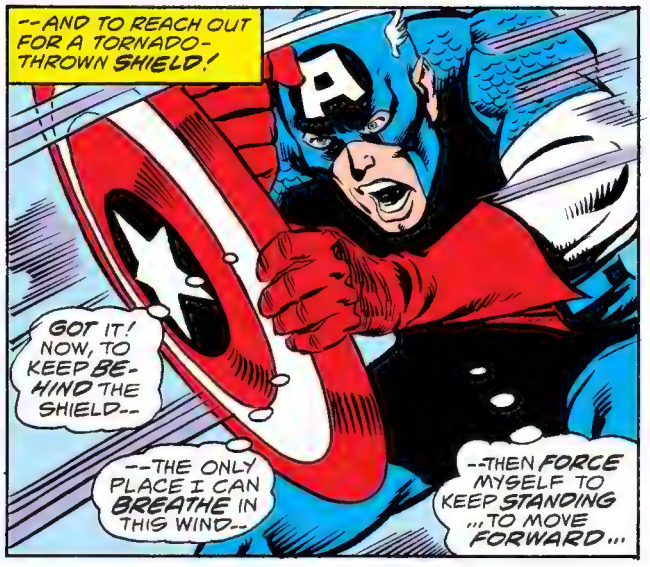
AN' SINCE THIS CORPORATION'S GOT MORE SUPER-POWERED SPIES WORKIN' FER THEIR BLOOD MONEY--
--WE BEEN PUTTIN' TO-GETHER OUR OWN LITTLE TEAM'A SUPER-JOCKS!
I DON'T GET IT, NICK!
YOU WILL-- SOON AS I RAISE THAT THERE SLIDIN' DOOR!
NOW PAY ATTENTION, KIDS-- 'CAUSE WE'RE ONLY GOIN' THROUGH THIS ONCE!
FIRST OFF, I WANT 'CHA TO MEET... THE BLUE STREAK!!
GANGWAY...
A MAN ON ROLLER SKATES?! WHAT IS THIS, NICK... SOME KIND OF GAG?!
IF IT IS, SHIELD-SLINGER, HOW COME YOU AIN'T LAUGHIN'!
GOOD LORD! HE'S SOARING RIGHT OVER US!!
THOSE SKATES OF HIS MUST BE ROCKET-POWERED.
GOOD GUESS, FALCON! BUT THOSE SKATES HAVE THEIR LIMIT-ATIONS!
ME? I'M MORE COMFOR-TABLE WITH THIS BELT THE SHIELD BOYS INVENTED FOR ME!
ALL RIGHT, FURY? WANT TO GIVE THEM A DEMONSTRATION OF WHAT THE VIVACIOUS VAMP CAN DO?
YOU'RE ON, BEAUTIFUL--
OKAY, AGENT 74-- TRY 'N STOP HER!!
YES! AND LET'S EMPHA-SIZE THAT CRUCIAL WORD: TRY!!
HA! STOPPING SOME BROAD-- EVEN A LOUD-MOUTH SUPER-POWERED ONE-- 'LL BE A CINCH!
THINK SO, TOUGH GUY?
THEN WATCH--
--AS I DEMON-STRATE WHAT THIS BELT CAN DO... AND WHY I'M CALLED THE VAMP!
HUH?!
YOU SEE, THE BELT GIVES ME THE ABILITY TO ABSORB INTO MY OWN BODY--
--THE POWERS AND SKILLS OF MY OPPONENT!

THEN, AS LONG AS I'M CLOSE ENOUGH TO SAID OPPONENT, I CAN USE THOSE POWERS AGAINST HIM!
I ADMIT THE NAME DOESN'T MEAN QUITE THE SAME AS IT DID IN THOSE OLD SILENT MOVIES--
YIIIIIIII!!!
BUT IT'S SURE AS HELL BETTER THAN "FEMME FORCE" WHICH FURY THOUGHT UP!
OF COURSE, IF SOMETHING SHOULD EVER HAPPEN TO THE BELT--
I'VE STILL GOT MY OLD BLACK BELT TO RELY ON... AND TO HOLD UP MY SLACKS!
OOOPHFF!
KA-BLOF!!
UH, YEAH, FEMME... I MEAN, VAMP! NOW YOU WANNA SETTLE BACK'N WATCH WHILE THE THIRD MEMBER OF OUR TEAM SHOWS HIS STUFF!
NOW JUST HOLD ON THERE A MINUTE, COLONEL FURY--
--'CAUSE I AIN'T SAID I'D JOIN UP WITH THIS POSSE OF YOURS FOR SURE YET! REMEMBER, I GOT OTHER OFFERS, TOO!
'COURSE, IF YOU WANT THE TEXAS TWISTER--
--TO SHOW THESE FANCY-PANTS EASTERN DUDES HOW WE BRAWL DOWN SOUTH, I'D BE HAPPY TO OBLIGE!
YOU KNOW SOMETHING, CAP? I THINK HOPALONG CASSIDY HERE JUST CHALLENGED US TO A FIGHT!
THEN LET'S GET IT OVER WITH FAST... BEFORE HE WHIPS OUT HIS GUITAR AND SINGS US "BACK IN THE SADDLE AGAIN!"
BUT THE SMILE SPREADING ACROSS THE FALCON'S FACE IS THERE ONLY MOMENTS, AS HE AND CAP REGRETFULLY LEARN--
-- JUST WHAT THIS TEXAS TWISTER CAN DO!
HE'S CREATED A WIND... OF HURRICANE FORCE!
TOO STRONG ...CAN'T EVEN STAND UP!
SHORE 'NUFF!
OKAY, TWISTER! THEY'RE IMPRESSED! NOW KEEP IT DOWN TO A BREEZE--
"-- 'CAUSE I WANT 'EM TO MEET THE LAST MEMBER OF SHIELD'S OWN LITTLE "FANTASTIC FOUR"...
PERHAPS YOU RECOGNIZE ME--
--OR AT LEAST THE 1950'S SUPER-
-- SHIELD PATTERNED ME AFTER...

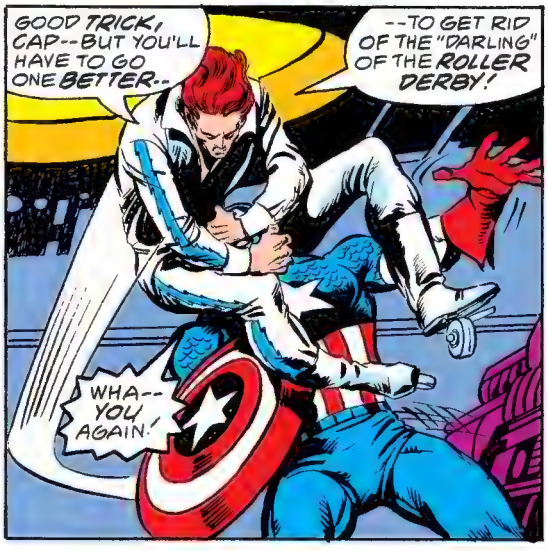
MARVEL BOY!!
BZ-ZAK!
AND THE POWERS I RECEIVE COURTESY OF ANTHONY STARK'S CREW--
--ARE AS GOOD AS THOSE THE ORIGINAL MARVEL BOY ACQUIRED ON THE PLANET URANUS!
ALL RIGHT, SO WE ENJOYED YOUR TALENT SHOW, FURY! BUT WHAT'S ALL THIS HAVE TO DO WITH FALC AND ME?
EVERYTHING, AVENGER! SURE, THESE SUPER-AGENTS ARE GOOD--BUT THE GROUP AIN'T COMPLETE!
STOP RIGHT THERE! ARE YOU IMPLYING--
AIN'T IMPLYIN' NOTHIN'! ...I'M TELLIN' YUH--
--THAT I WANT CAPTAIN AMERICA, "LIVIN' LEGEND OF THE BIG ONE," TO JOIN THE SUPER-AGENTS OF SHIELD!
SORRY, BUT THE FALSE FLATTERY IS OUT OF CHARACTER, NICK! WHATEVER YOU SAY, I'M TURNING DOWN THE OFFER!
WHAT--?!
LISTEN HERE, YUH LONG-TOOTHED, GRAY-HAIRED HAS-BEEN! THIS AIN'T NO KINDERGARTEN TEACHER WHO'S TALKIN' AT YOU--
--BUT THE DIRECTOR OF THE FREE WORLD'S TOP LAW ENFORCEMENT AGENCY!
NOW THAT'S MORE LIKE THE NICK FURY I'VE KNOWN SINCE THE WAR--
--BUT SORRY, THE ANSWER'S STILL "NO!" I'VE GOT ENOUGH ON MY MIND THESE DAYS--
--WITHOUT TAKING ON THE ADDED RESPONSIBILITIES OF TEAMING UP WITH FOUR INEXPERIENCED WOULD-BE SUPER HEROES!
WHY, YOU...
I SAID I AIN'T ASKIN', I'M TELLIN' YUH--
THEN AS WE USED TO SAY, FURY... "TELL IT TO THE MARINES!"
BECAUSE I'VE GOT MORE IMPORTANT THINGS TO DO THAN STAND AROUND HERE!
WHAT THE--?!
HEY, YOU GUYS GOT POWERS! SO USE 'EM... TO STOP CAPTAIN AMERICA.
ARE YOU GOING TO TRY ME FIRST, COWBOY?!
FALCON, KEEP OUT OF THIS! IT'S MY FIGHT, OKAY?!
WHUUUU!
TOOK ME OFF GUARD... BEFORE I HAD A CHANCE TO GET UP ANY WIND!

WHAT--?!
KA-ZAK!
MARVEL BOY ... BLASTING ME WITH HIS FORCE BEAMS!
HE'S POWERFUL! BETTER TAKE HIM OUT FAST!
WORNG!
NOT AS LONG AS I CAN DEFLECT YOUR SHIELD, AVENGER!
TERRIFIC, "MB!" YOU'VE DISTRACTED HIM--
"--LONG ENOUGH FOR THE VAMP TO DO HER ACT!!"
SPLAT!
HOW DO YOU LIKE IT, HE-MAN -- GETTING SMACKED WITH YOUR OWN STRENGTH!
ALWAYS SAID YOU HAD GREAT LEGS, VAMP! AND NOW THAT YOU'VE STUNNED OUR OVER-RATED FOE --
HE'S COMING FAST... GOT TO CLEAR MY HEAD BEFORE...
--IT'S TIME FOR A REAL HERO TO PUT CAPTAIN AMERICA UNDER WRAPS!
WHAM!
FAST, BUT NOT FAST ENOUGH! LOOKS LIKE MAYBE ALL YOU CAN DO--
--IS TALK A "BLUE STREAK!"
THUNDERASHUN!! WHY CAN'T THOSE THREE OWL-HOOTS STOP ONE MAN?
GUESS THE FINAL SHOWDOWN'S GONNA BE BETWEEN THIS COSTUMED YANKEE... AND THE TEXAS TWISTER!!

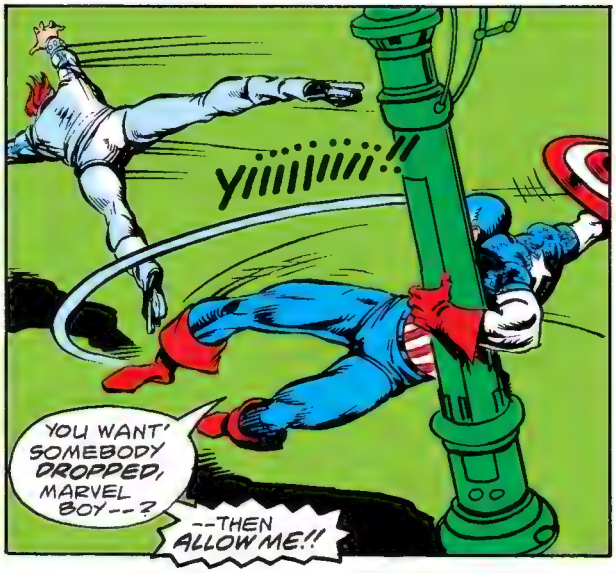
THUS FAR, THE SOUTHERN SUPERHERO HAS NOT REVEALED THE SOURCE OF HIS AMAZING POWER TO CAP AND COMPANY.
BUT AT THE MOMENT, CAPTAIN AMERICA IS NOT CONCERNED WITH ORIGIN STORIES!
IT TAXES ALL HIS STRENGTH JUST TO RESIST THE BUFFETING GALE--


--AND TO REACH OUT FOR A TORNADO-THROWN SHIELD!
GOT IT! NOW, TO KEEP BEHIND THE SHIELD--
--THE ONLY PLACE I CAN BREATHE IN THIS WIND--
--THEN FORCE MYSELF TO KEEP STANDING ...TO MOVE FORWARD...

SO WHEN WYATT EARP COMES FOR THE ROUNDUP--
YARRRGH!
KA-BLANG!


GOOD TRICK, CAP--BUT YOU'LL HAVE TO GO ONE BETTER--
--TO GET RID OF THE "DARLING" OF THE ROLLER DERBY!
WHA-- YOU, AGAIN!

RIGHT OUT OF THE BLUE, SO TO SPEAK!
SAVE THE BOASTING FOR LATER, BLUE STREAK!
FOR NOW, JUST DROP HIM OVER HERE!


yiiiiiii!!
YOU WANT SOMEBODY DROPPED, MARVEL BOY--?
--THEN ALLOW ME!!

WHUUU...
OOMFF!
SWI-
BLASH!

LEAVE IT TO YOU THREE TO BOTCH UP THIS ASSIGNMENT!
OH, NO... NOT AGAIN!
BUT WITH THE POWERS OF MY ABSORBO-BELT--

--I'LL... OOWWW!! MY HAND--
BLOING!
YOU MIGHT HAVE GAINED MY POWER, VAMP--
--BUT EVEN I'D HAVE HURT MY MY HAND, STRIKING MY SHIELD WITH SUCH FORCE!

SO THE CHICK'S OUT OF THE FIGHT FOR A FEW MINUTES! SO WHAT?! 'CAUSE NOW IT'S THE THREE MEN AGAINST--
STOP RIGHT THERE --ALL OF YOU!
THIS FIGHT HAS COME TO AN END, OKAY?
BUT--

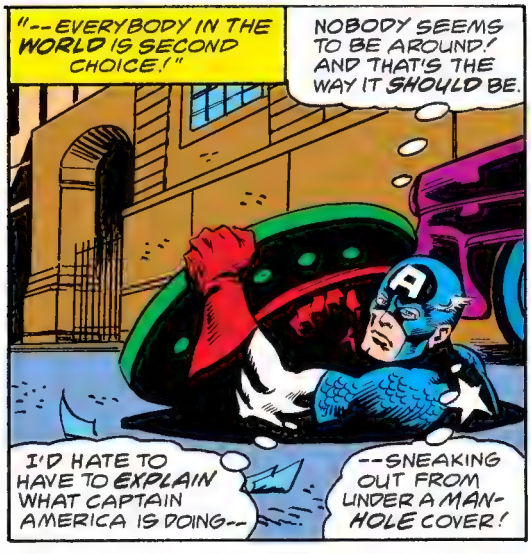
LOOK, I'LL ADMIT I PROVOKED YOU FOUR, TO SEE JUST HOW GOOD YOU ARE! YOU'RE DARNED GOOD--
--BUT YOU STILL NEED PRACTICE FIGHTING AS A TEAM!

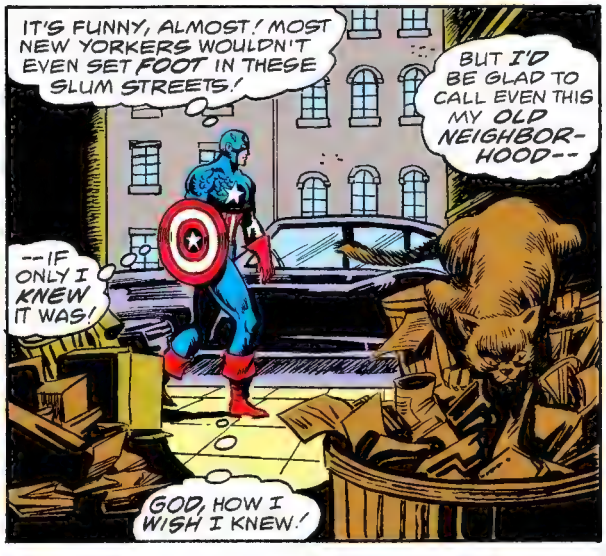
YEAH, CAP--THEY'RE STILL FALLIN' ALL OVER EACH OTHER!
THAT'S WHY THEY NEED YOU!
WRONG AGAIN, NICK!

THEY DON'T NEED ME! THEY'RE GOOD ENOUGH ON THEIR OWN! WHAT THEY DO NEED IS A LEADER--
--AND I CAN'T THINK OF A BETTER LEADER THAN... THE FALCON!
WH-WHAT?! ME? BUT...

BESIDES, STEVE ROGERS AND I HAVE A LOST PAST TO REDISCOVER! LEAST FOR A WHILE, I WANT TO WORK ALONE!
GUESS WHEN YOU PUT IT THAT WAY, NICK--
WELL, FLY-BOY--CAP'S SPIEL MAKES SENSE TA ME! YOU IN?
--IT'S HARD FOR A FELLA TO REFUSE!
OKAY, LEADER MAN--WELCOME ABOARD!

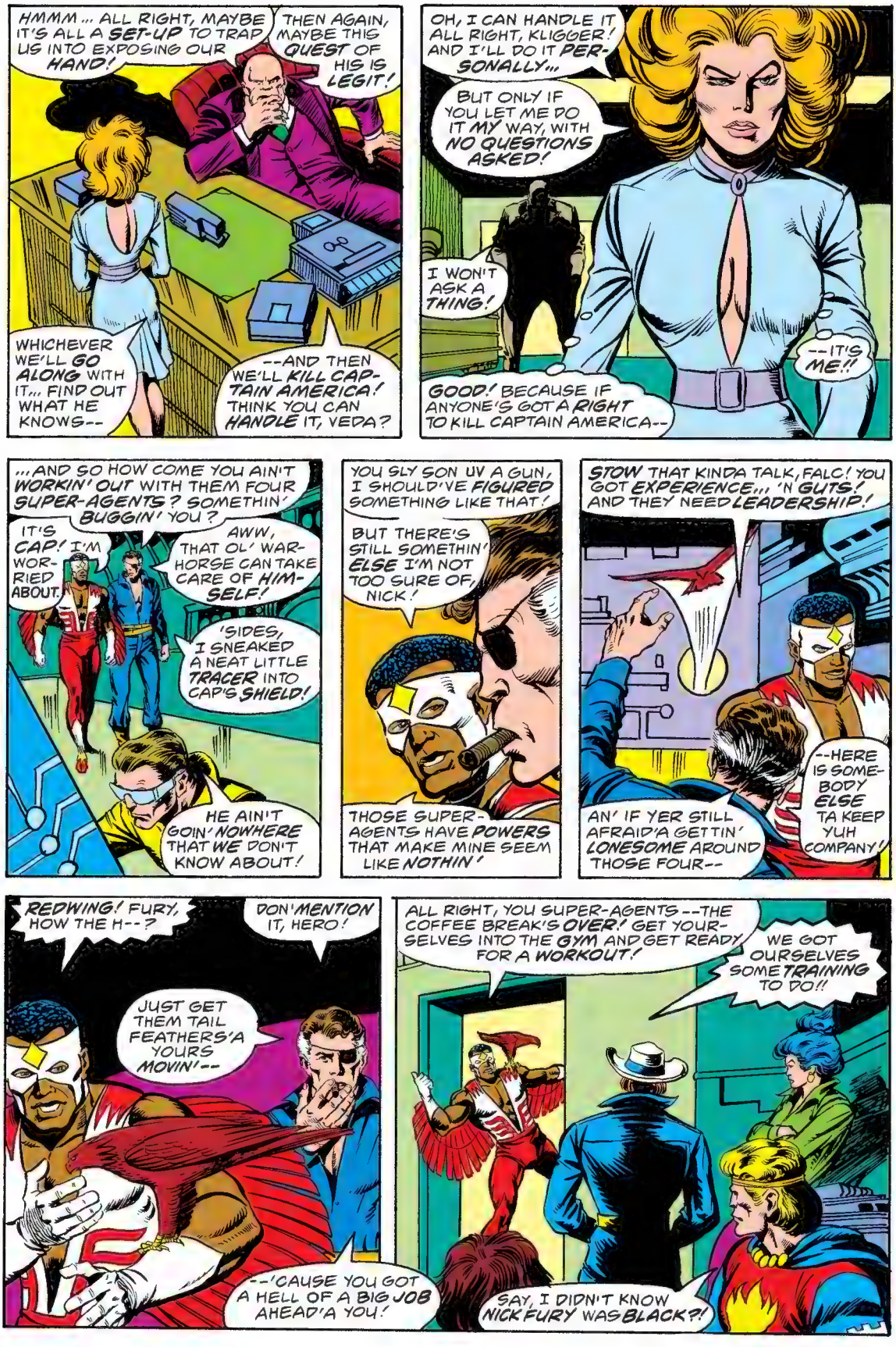
I THINK YOU MADE A WISE DECISION, FALC! GOOD LUCK!
UH, SAY, FALCON--I MEAN, YOU AIN'T SORE?
YOU TOO, CAP!
WHAT? ABOUT BEING SECOND CHOICE?
HECK, NO! 'CAUSE COMPARED TO CAP--


"--EVERYBODY IN THE WORLD IS SECOND CHOICE!"
NOBODY SEEMS TO BE AROUND! AND THAT'S THE WAY IT SHOULD BE.
I'D HATE TO HAVE TO EXPLAIN WHAT CAPTAIN AMERICA IS DOING--
--SNEAKING OUT FROM UNDER A MANHOLE COVER!

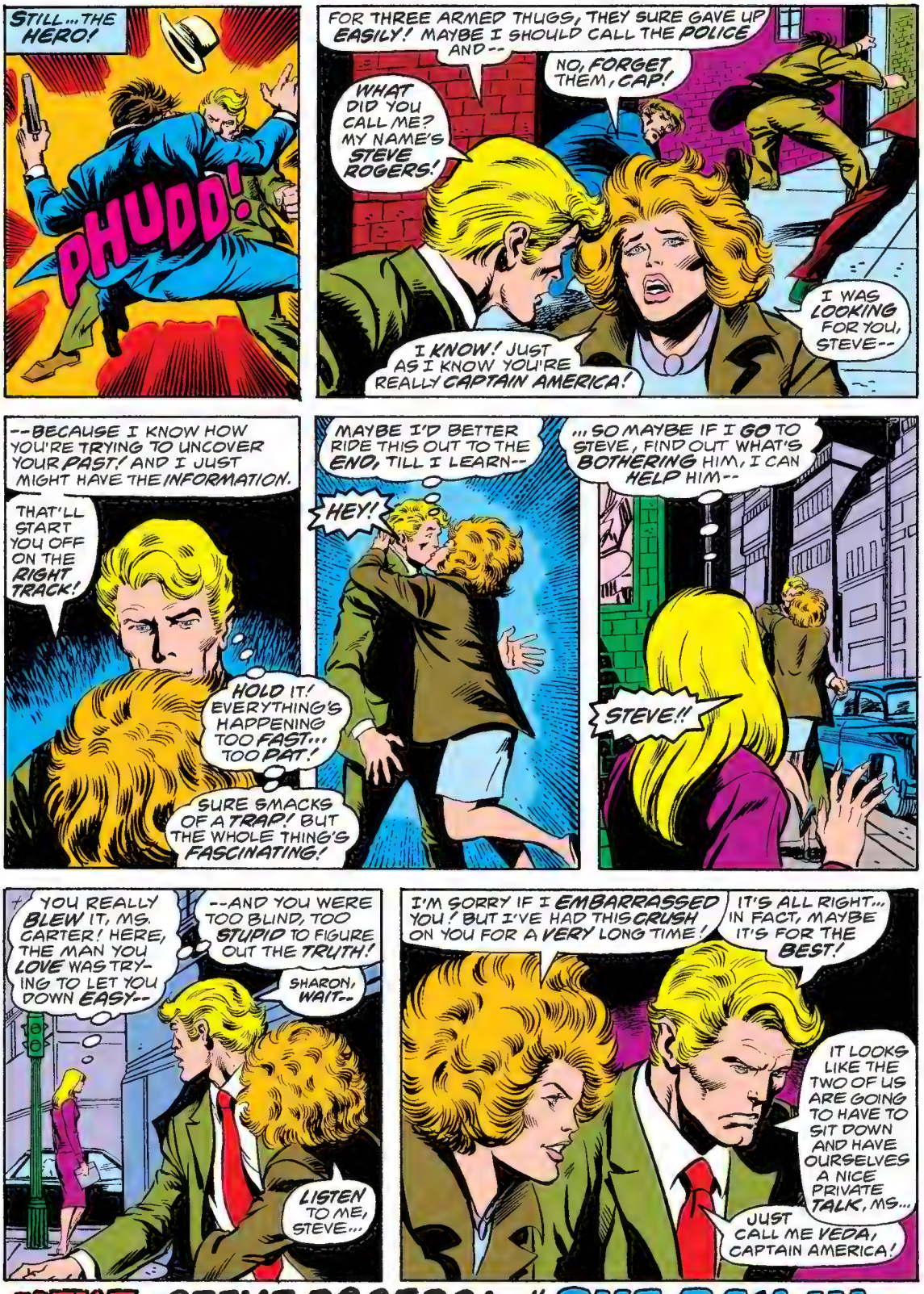

IT'S FUNNY, ALMOST! MOST NEW YORKERS WOULDN'T EVEN SET FOOT IN THESE SLUM STREETS!
BUT I'D BE GLAD TO CALL EVEN THIS MY OLD NEIGHBORHOOD--
--IF ONLY I KNEW IT WAS!
GOD, HOW I WISH I KNEW!

EVEN AS CAP'S THOUGHTS WEIGH HEAVILY UPON HIM, HE IS NOT, IN TRUTH, "ALONE"...
WELL, VEDA, THERE HE GOES--TOTALLY OBLIVIOUS TO THE FACT--
--THAT THERE'S YET ANOTHER MEMBER OF OUR CORPORATION WORKING FOR SHIELD!
AND, IRONICALLY, IT'S ONE OF THOSE NEW SUPER-AGENTS!

I'M NOT CONCERNED WITH IRONY, VEDA--BUT WITH THE DESTRUCTION OF SHIELD! TELL ME... WHAT'S YOUR OPINION ON CAPTAIN AMERICA--
COULD BE A RUSE, KLIGGER! THEN, MAYBE IT'S FOR REAL!
--AND THIS NEW OBSESSION OF HIS TO TRACE HIS ROOTS?
LET ME SHUT THIS SCREEN OFF... AND THINK A MINUTE!
CLIK!


HMMM ... ALL RIGHT, MAYBE IT'S ALL A SET-UP TO TRAP US INTO EXPOSING OUR HAND!
THEN AGAIN, MAYBE THIS QUEST OF HIS IS LEGIT!
WHICHEVER WE'LL GO ALONG WITH IT... FIND OUT WHAT HE KNOWS--
--AND THEN WE'LL KILL CAPTAIN AMERICA! THINK YOU CAN HANDLE IT, VEDA?
OH, I CAN HANDLE IT ALL RIGHT, KLIGGER! AND I'LL DO IT PERSONALLY...
BUT ONLY IF YOU LET ME DO IT MY WAY, WITH NO QUESTIONS ASKED!
I WON'T ASK A THING!
--IT'S ME!!
GOOD! BECAUSE IF ANYONE'S GOT A RIGHT TO KILL CAPTAIN AMERICA--
...AND SO HOW COME YOU AIN'T WORKIN' OUT WITH THEM FOUR SUPER-AGENTS? SOMETHIN' BUGGIN' YOU?
IT'S CAP! I'M WORRIED ABOUT.
AWW, THAT OL' WARHORSE CAN TAKE CARE OF HIMSELF!
'SIDES, I SNEAKED A NEAT LITTLE TRACER INTO CAP'S SHIELD!
HE AIN'T GOIN' NOWHERE THAT WE DON'T KNOW ABOUT!
YOU SLY SON UV A GUN, I SHOULD'VE FIGURED SOMETHING LIKE THAT!
BUT THERE'S STILL SOMETHIN' ELSE I'M NOT TOO SURE OF, NICK!
THOSE SUPER-AGENTS HAVE POWERS THAT MAKE MINE SEEM LIKE NOTHIN'
STOW THAT KINDA TALK, FALC! YOU GOT EXPERIENCE... 'N GUTS! AND THEY NEED LEADERSHIP!
--HERE IS SOMEBODY ELSE TA KEEP YUH COMPANY!
AN' IF YER STILL AFRAID'A GETTIN' LONESOME AROUND THOSE FOUR--
REDWING! FURY, HOW THE H--?
DON'T MENTION IT, HERO!
JUST GET THEM TAIL FEATHERS'A YOURS MOVIN'--
--'CAUSE YOU GOT A HELL OF A BIG JOB AHEAD'A YOU!
ALL RIGHT, YOU SUPER-AGENTS --THE COFFEE BREAK'S OVER! GET YOURSELVES INTO THE GYM AND GET READY FOR A WORKOUT!
WE GOT OURSELVES SOME TRAINING TO DO!!
SAY, I DIDN'T KNOW NICK FURY WAS BLACK?!

SOON, IN A MANHATTAN APARTMENT RENTED IN THE NAME OF ONE STEVE ROGERS...
...I TELL YOU NOTHING'S WRONG, SHARON! IT'S JUST THAT I'VE BEEN THINKING--
--THAT MAYBE WE SHOULDN'T SEE EACH OTHER FOR A WHILE!
NO, HONEY--THIS ISN'T GOOD-BYE! IT'S JUST THAT I'VE GOT SOME HEAVY THINGS TO WORK OUT--
--AND UNTIL THEN, I MIGHT NOT BE SO PLEASANT TO BE AROUND! TRUST ME.
Y-YES, BUT --IF ONLY YOU'D LET ME HELP YOU!
HOW I WISH YOU COULD, SHARON... YOU OF ALL PEOPLE!
BUT I'M AFRAID THIS IS ONE THING STEVE ROGERS IS GOING TO HAVE TO WORK OUT ALL BY HIMSELF!
CLICK!
MAYBE EVEN WITHOUT THE HELP OF CAPTAIN AMERICA.
FOR THE FIRST TIME, CAPTAIN AMERICA FEELS UNEASY AS HE SLIPS INTO HIS STEVE ROGERS IDENTITY--
SUDDENLY I FEEL LIKE A STRANGER!
MAYBE WHAT I NEED IS SOME FRESH AIR-- THAT IS, IF I CAN FIND ANY IN THIS CITY!
HEY, WHAT'S GOING ON OUTSIDE? SOUNDS LIKE A COMMOTION OF SOME KIND!
GOOD GOD, IT'S SHARON!
NO, WAIT-- IT'S SOME OTHER WOMAN!
LOOKS LIKE THIS IS ONE OF THOSE TIMES I WON'T HAVE A CHANCE TO CHANGE INTO UNIFORM--
NO MATTER, REALLY--
--FOR EVEN WITHOUT HIS SHIELD AND RED-WHITE-AND-BLUES--
--HE IS STILL CAPTAIN AMERICA...


STILL...THE HERO!
PHUDD!
FOR THREE ARMED THUGS, THEY SURE GAVE UP EASILY! MAYBE I SHOULD CALL THE POLICE AND--
NO, FORGET THEM, CAP!
WHAT DID YOU CALL ME? MY NAME'S STEVE ROGERS!
I WAS LOOKING FOR YOU, STEVE--
I KNOW! JUST AS I KNOW YOU'RE REALLY CAPTAIN AMERICA!
--BECAUSE I KNOW HOW YOU'RE TRYING TO UNCOVER YOUR PAST! AND I JUST MIGHT HAVE THE INFORMATION.
THAT'LL START YOU OFF ON THE RIGHT TRACK!
HOLD IT! EVERYTHING'S HAPPENING TOO FAST... TOO PAT!
SURE SMACKS OF A TRAP! BUT THE WHOLE THING'S FASCINATING!
MAYBE I'D BETTER RIDE THIS OUT TO THE END, TILL I LEARN--
HEY!
...SO MAYBE IF I GO TO STEVE, FIND OUT WHAT'S BOTHERING HIM, I CAN HELP HIM--
STEVE!!
YOU REALLY BLEW IT, MS. CARTER! HERE, THE MAN YOU LOVE WAS TRYING TO LET YOU DOWN EASY--
--AND YOU WERE TOO BLIND, TOO STUPID TO FIGURE OUT THE TRUTH!
SHARON, WAIT--
LISTEN TO ME, STEVE...
I'M SORRY IF I EMBARRASSED YOU! BUT I'VE HAD THIS CRUSH ON YOU FOR A VERY LONG TIME!
IT'S ALL RIGHT... IN FACT, MAYBE IT'S FOR THE BEST!
IT LOOKS LIKE THE TWO OF US ARE GOING TO HAVE TO SIT DOWN AND HAVE OURSELVES A NICE PRIVATE TALK, MS...
JUST CALL ME VEDA, CAPTAIN AMERICA!

NEXT ISSUE STEVE ROGERS' QUEST CONTINUES... "ONE DAY IN NEWFOUNDLAND!"

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AT LAST! THE SECRET OF CAP'S ORIGIN REVEALED!
BONUS! THE PEERLESS POWER OF IRON MAN!
AND THAT'S JUST FOR STARTERS!!

1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation*...to awaken in the *mid-1960's*, a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

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ROY THOMAS, EDITOR

ONE DAY IN NEWFOUNDLAND!

I FEEL SAFER IN THIS NEIGHBORHOOD...NOW THAT YOU'VE SWITCHED TO YOUR CAPTAIN AMERICA IDENTITY!

WELL, VEDA, THERE WAS NO REASON NOT TO--

--ESPECIALLY AFTER YOU SAW STEVE ROGERS FIGHTING THOSE THUGS LIKE A ONE-MAN ARMY--

--AND THEN ADDRESSED "STEVE" AS CAPTAIN AMERICA!*

ANYWAY, IF THOSE NOISES I JUST HEARD COMING FROM THAT ALLEY ARE WHAT I THINK--

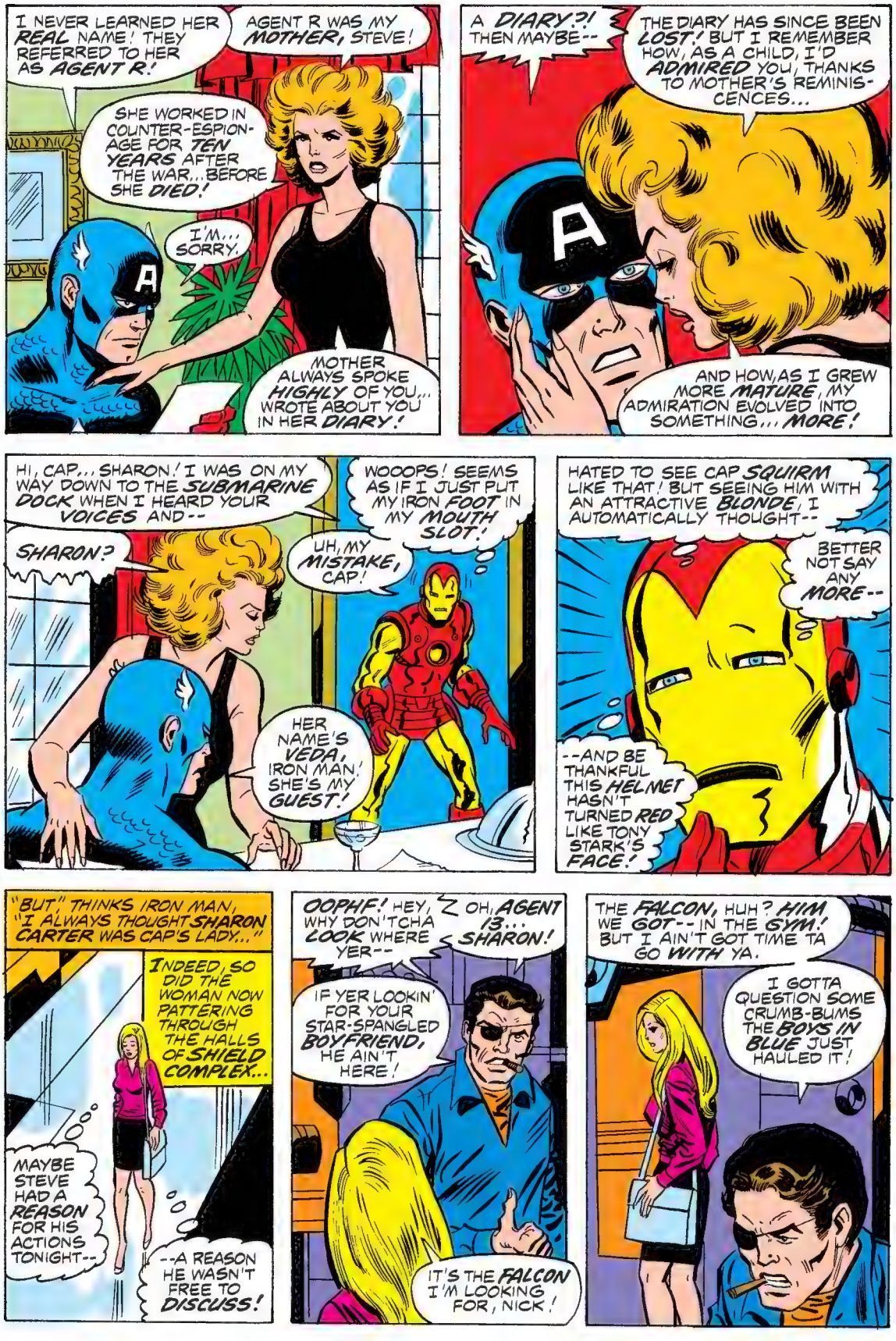
--WE'RE IN FOR SOME ACTION THAT CAP'S BETTER EQUIPPED TO HANDLE!

*SEE LAST ISSUE --ROY.

MOMENTS LATER, CAP'S SUSPICIONS PROVE TRUE, AS FROM A SHADOWED ALLEYWAY...
TAKE THE BROAD ALIVE... BUT WASTE CAPTAIN AMERICA!!
BLAM! BANG!
VEDA, KEEP BEHIND THAT LAMP POST--
--WHILE I TRY TO MAKE THIS QUICK--
BLANG!
--AND MAYBE LEARN JUST WHAT THESE GOONS ARE AFTER!
DID YOU HIT HIM?! ONE OF YOU MUST HAVE--
BOFF!
TO ANSWER YOUR QUESTION...
THEY ALL MISSED!
AND JUST IN CASE YOUR AIM'S ANY BETTER--
--I'M TAKING YOU OUT FAST!
YI!!!!!!--!
CAP'S PERIPHERAL VISION DETECTS THE GLINT OF METAL IN THE LIGHT OF THE STREET LAMP...
ONE! MORE!
THAT'S RIGHT, AVENGER! AND YOU AIN'T TAKIN' ME BY SURPRISE--
--LIKE YOU DID THOSE CLOWNS!

UNLESS YOU LEARN TO MOVE A LOT FASTER, ONE THING I WON'T NEED--
KRAM!
--IS SURPRISE!!
THAT WAS THE LAST OF THE GROUP! BUT IT'S ODD, THEIR ATTACKING VEDA TWICE TONIGHT!
THIS BUNCH MUST REALLY WANT HER, UNLESS...
UNLESS THIS WAS ALL A SET-UP, TO MAKE ME AN OPEN TARGET!
--HOLD IT RIGHT THERE, OR-- OH, IT'S CAPTAIN AMERICA!
WE CAME AS SOON AS WE HEARD THOSE SHOTS, CAP!
BUT LOOKS LIKE WE COULD'VE TAKEN OUR SWEET TIME!
UH, I SEE WHAT YOU MEAN! CAP SEEMS TO HAVE MANAGED OKAY BY HIMSELF!
NOTHING FOR US TO DO BUT TAKE THESE CREEPS BACK TO THE STA--
I'M AFRAID YOU'LL HAVE TO TURN THEM OVER TO SHIELD, OFFICER! THIS WHOLE THING STINKS OF ESPIONAGE--
--MAYBE CONNECTED WITH THE "CORPORATION" NICK FURY TOLD ME ABOUT!
SHIELD, EH? THAT'S OKAY BY ME!
IT'LL SAVE ME SOME PAPERWORK!
NOW, BACK TO MY MYSTERIOUS VEDA! SHE MEETS STEVE ROGERS ON THE STREET AND TELLS HIM SHE KNOWS SOMETHING ABOUT HIS LOST PAST!
THEN SHE'S ATTACKED BY THOSE SECRET AGENT TYPES! IT'S ALL VERY FISHY! BUT MAYBE, JUST MAYBE SHE'S ON THE LEVEL!
YOU ALL RIGHT, VEDA?
JUST A LITTLE SHAKY! BUT OTHERWISE I'M OKAY, STEVE!
GOOD! THEN YOU AND I HAVE SOME THINGS TO TALK OVER! BUT NOT OUT HERE!
--PLEASE DON'T CALL ME "STEVE"!
AND BY THE WAY, AS LONG AS I'M IN UNIFORM--
ALL RIGHT, CAP! BUT WHERE ARE WE GOING?
TO THE SAFEST PLACE I KNOW OF IN NEW YORK CITY--

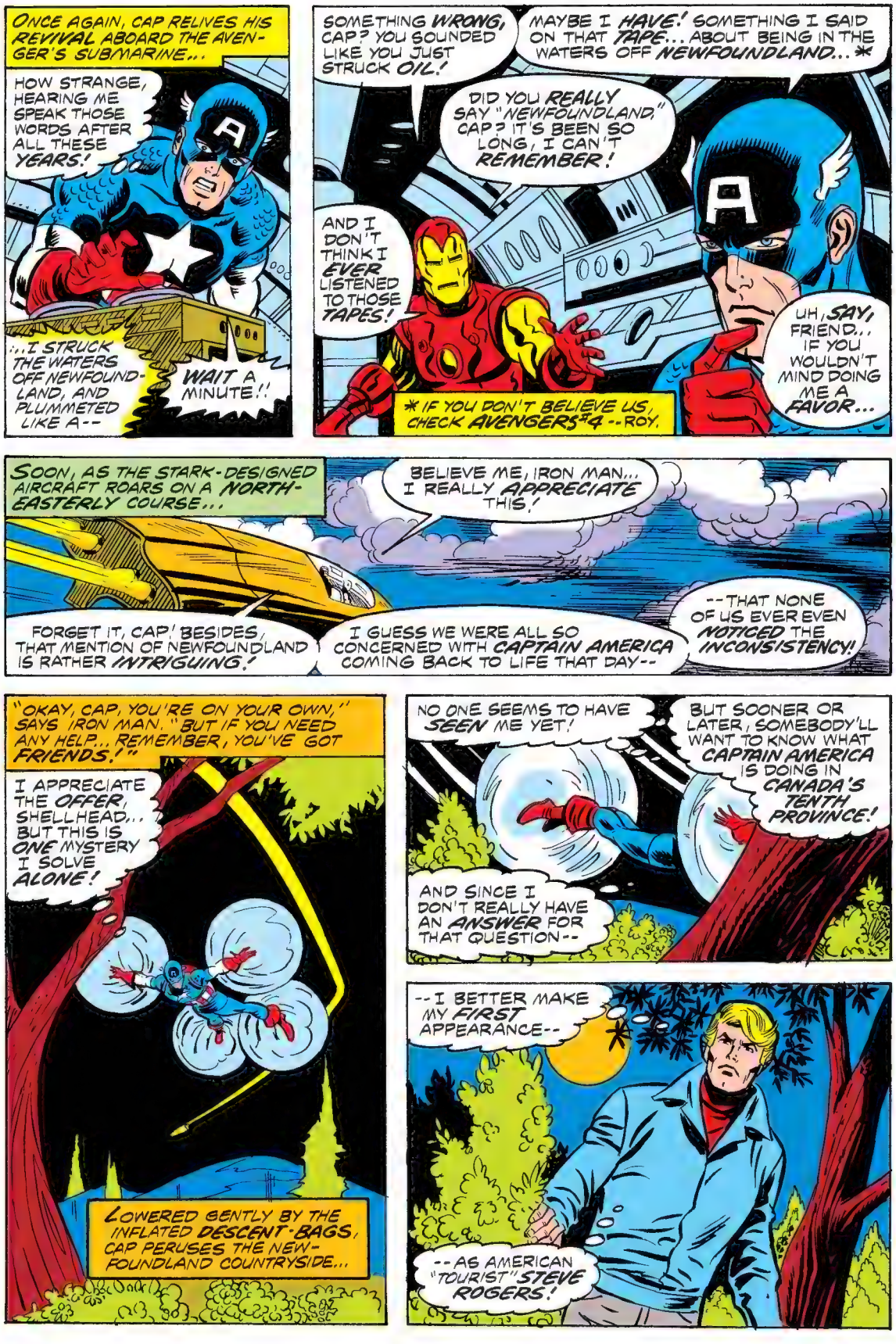
"--AVENGERS MANSION."
AND NOW FOR THE MAIN COURSE, WHICH I TRUST YOU AND YOUR LADY FRIEND WILL ENJOY!
IT SMELLS UTTERLY SCRUMPTIOUS, CAP! YOU AVENGERS CERTAINLY KNOW HOW TO LIVE!
THANK YOU, JARVIS!
AND NOW, JARVIS, THE LADY AND I'D LIKE TO BE ALONE!
INDEED, I UNDERSTAND! HOWEVER, IF YOU SHOULD CARE FOR DESSERT...
AS THE AVENGERS' BUTLER DEPARTS, VEDA'S EYES FOLLOW HIM...
WHILE HER FINGERS MECHANICALLY REACH FOR SOMETHING WITHIN HER COAT'S POCKET...
I TOLD YOU ON THE STREET THAT I HAD INFORMATION ABOUT YOUR PAST... AND HOW I KNEW THAT STEVE ROGERS IS REALLY CAPTAIN AMERICA!
LOOK AT THIS PHOTO!
IT'LL HELP EXPLAIN SOME THINGS!
GOOD LORD!! THIS WOMAN... I RECOGNIZE HER, EVEN AFTER ALL THESE YEARS... DECADES...
I THOUGHT YOU WOULDN'T HAVE FORGOTTEN, CAP!
FORGOTTEN?! HOW COULD I FORGET HER, ONE OF THE FIRST FACES I EVER REMEMBER EVEN SEEING IN MY LIFE--
--ON THAT FATEFUL DAY BACK IN '41...
"...FOR HERS WAS ONE OF THE FACES THAT OBSERVED--
"--AS A SCRAWNY 4F NAMED STEVE ROGERS HOPED TO SERVE HIS COUNTRY IN SOME OTHER WAY.
"AND SO, I BECAME A VOLUNTARY GUINEA PIG, DRANK THEIR EXPERIMENTAL SUPER-SOLDIER SERUM--
"--A PREVIOUSLY UNTRIED POTION THAT COULD VERY WELL HAVE KILLED THE ONE WHO TOOK IT...
"...BUT INSTEAD, HAD THE INTENDED EFFECT...
"...TRANSFORMING STEVE ROGERS INTO THE FIRST SO-CALLED SUPER-SOLDIER--
--CAPTAIN AMERICA!"


I NEVER LEARNED HER REAL NAME! THEY REFERRED TO HER AS AGENT R!
AGENT R WAS MY MOTHER, STEVE!
SHE WORKED IN COUNTER-ESPIONAGE FOR TEN YEARS AFTER THE WAR... BEFORE SHE DIED!
I'M... SORRY.
MOTHER ALWAYS SPOKE HIGHLY OF YOU... WROTE ABOUT YOU IN HER DIARY!
A DIARY?! THEN MAYBE--
THE DIARY HAS SINCE BEEN LOST! BUT I REMEMBER HOW, AS A CHILD, I'D ADMIRED YOU, THANKS TO MOTHER'S REMINISCENCES...
AND HOW, AS I GREW MORE MATURE, MY ADMIRATION EVOLVED INTO SOMETHING... MORE!
HI, CAP... SHARON! I WAS ON MY WAY DOWN TO THE SUBMARINE DOCK WHEN I HEARD YOUR VOICES AND--
SHARON?
WOOOPS! SEEMS AS IF I JUST PUT MY IRON FOOT IN MY MOUTH SLOT!
UH, MY MISTAKE, CAP!
HER NAME'S VEDA, IRON MAN! SHE'S MY GUEST!
HATED TO SEE CAP SQUIRM LIKE THAT! BUT SEEING HIM WITH AN ATTRACTIVE BLONDE, I AUTOMATICALLY THOUGHT--
BETTER NOT SAY ANY MORE--
--AND BE THANKFUL THIS HELMET HASN'T TURNED RED LIKE TONY STARK'S FACE!
"BUT," THINKS IRON MAN, "I ALWAYS THOUGHT SHARON CARTER WAS CAP'S LADY..."
INDEED, SO DID THE WOMAN NOW PATTERING THROUGH THE HALLS OF SHIELD COMPLEX...
MAYBE STEVE HAD A REASON FOR HIS ACTIONS TONIGHT--
--A REASON HE WASN'T FREE TO DISCUSS!
OOPHF! HEY, WHY DON'TCHA LOOK WHERE YER--
OH, AGENT 13... SHARON!
IF YER LOOKIN' FOR YOUR STAR-SPANGLED BOYFRIEND, HE AIN'T HERE!
IT'S THE FALCON I'M LOOKING FOR, NICK!
THE FALCON, HUH? HIM WE GOT-- IN THE GYM! BUT I AIN'T GOT TIME TA GO WITH YA.
I GOTTA QUESTION SOME CRUMB-BUMS THE BOYS IN BLUE JUST HAULED IT!

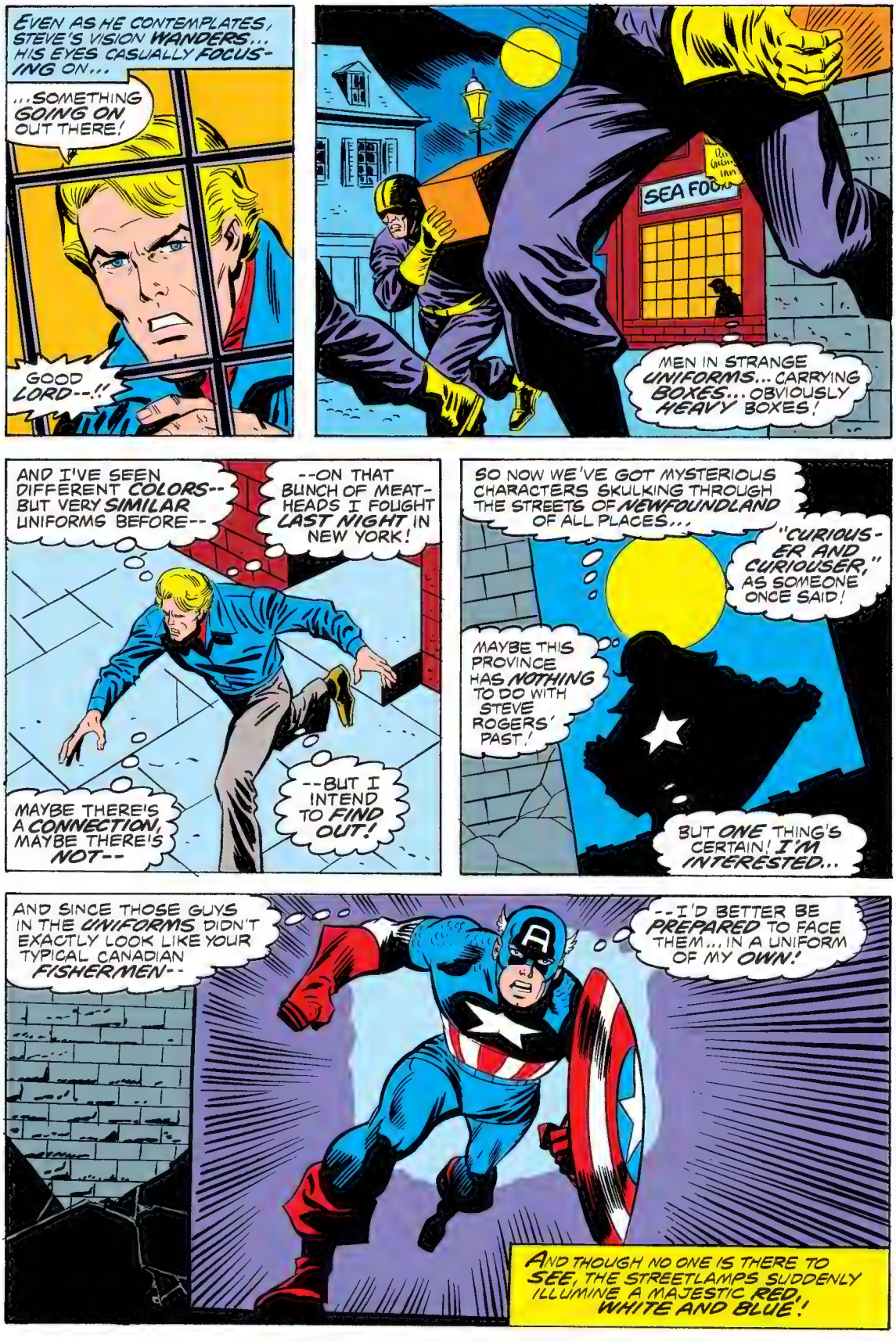
STEVE WAS SO ABRUPT WITH ME ON THE PHONE TONIGHT! HE SOUNDED SO TENSE!
NATURALLY, I ASSUMED IT WAS BECAUSE OF THIS,, THIS OBSESSION TO LEARN ABOUT HIS PAST! *
BUT THEN I SAW HIM KISSING THAT WOMAN!
THE FALCON IS PROBABLY STEVE'S CLOSEST FRIEND! SO MAYBE HE TOLD HIM SOMETHING THAT--
*CA #215--RT.
BUT AS THE PRESS OF A BUTTON SLIDES OPEN THE DOOR TO THE SOUNDPROOFED GYMNASIUM...
FALCON--?
OMIGOSH!!
YOU CALL THAT AN ATTACK, BLUE STREAK? WHY I'VE RIDDEN MULES FASTER 'N THOSE ROLLER SKATES OF YOURS!
THAT SO?! SO HOW COME THE TEXAS TWISTER'S HOT AIR HASN'T--YIIIIII!!
KA-ZAK!
WHAT'S WRONG, BLUE-BOY? DID MARVEL MAN SINGE YOUR TAIL FEATHERS! NOW WATCH, AS THE VAMP--
OKAY, TAKE FIVE, YOU HEROES! WE'VE GOT COMPANY!
SHARON! YOU CAME JUST IN TIME TO SEE SHIELD'S NEW SUPER-AGENTS * WORKING OUT! THERE'S STILL A LOT OF ROUGH EDGES, BUT--
HEY, KID,, YOU LOOK KIND OF DOWN!
I AM. CARE TO LISTEN?
* INTRODUCED LAST ISSUE-- ROY.
AS SOCIAL WORKER SAM WILSON, I'M TRAINED TO LISTEN!
SO YOU SAW CAP KISSING SOME STRANGE WOMAN AND THINK THIS WAS HIS WAY OF BREAKING THINGS OFF WITH YOU!
SORRY, SHAR--BUT I CAN'T ACCEPT THAT! IT'S YOU CAP LOVES, REGARDLESS OF WHAT YOU SAW! I KNOW!
I WISH I COULD BELIEVE YOU, FALCON, BUT...

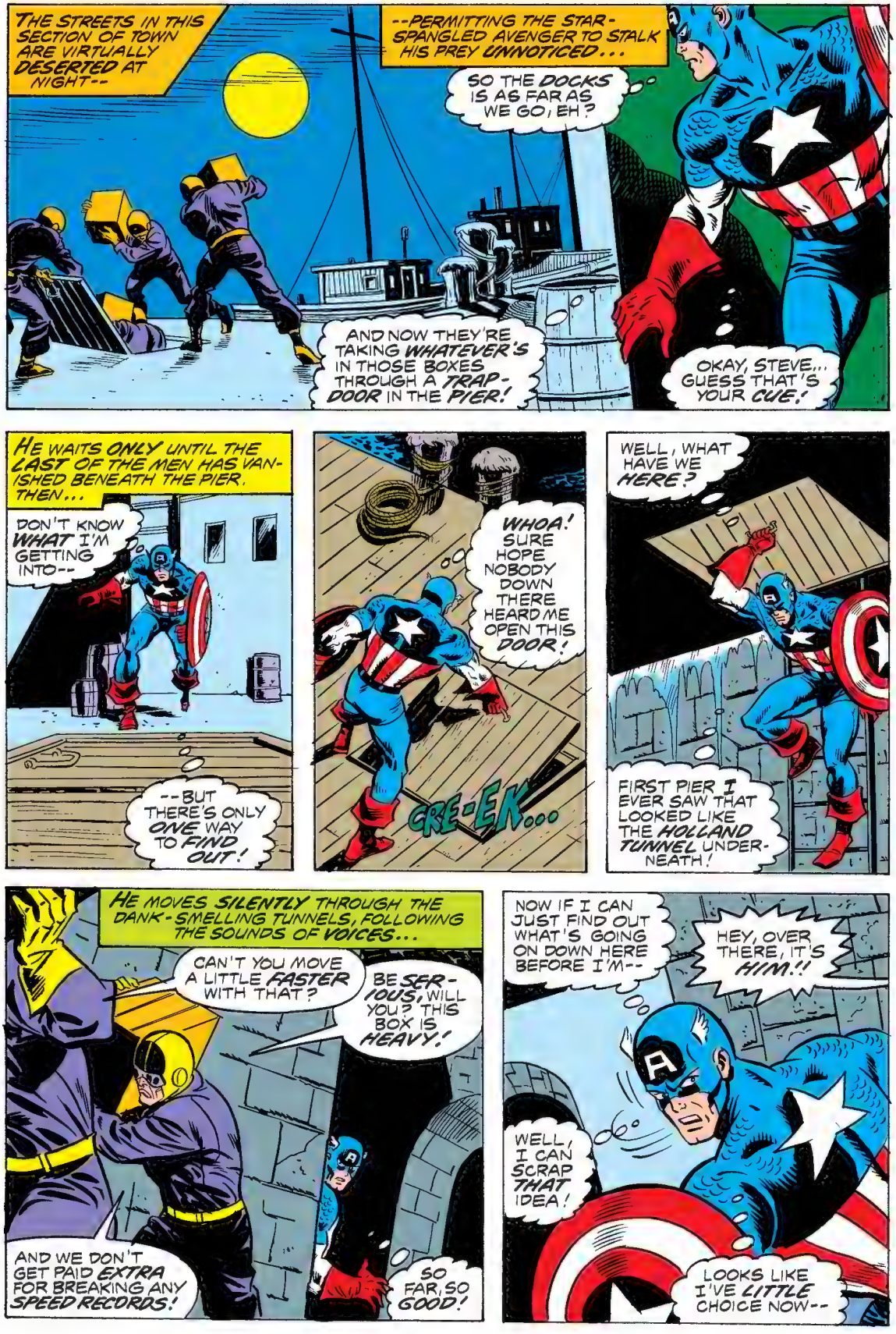
WHILE AT THE SAME MOMENT, IN THE MANSION HEADQUARTERS OF THE AVENGERS...
YOU WANT TO INSPECT THE AVENGERS' SUBMARINE?
RIGHT, CAP! "STARK" THINKS IT COULD USE SOME NEW IMPROVE-MENTS--
--AND THOUGHT IF I CHECKED IT OUT, MAYBE --
FUNNY! WHEN HE MENTIONED THAT SUB, IT SEEMED TO TRIGGER OFF SOMETHING IN THE BACK OF MY MIND!
DON'T KNOW WHY, BUT IT COULD--
HUH?!
HEY, CAP--I DON'T THINK YOU HEARD A WORD I JUST SAID!
SORRY, IRON MAN! GUESS I WAS DAYDREAMING! BUT, IF YOU DON'T MIND, I'D LIKE TO TAG ALONG!
HOW ABOUT ME, CAP?
I'M AFRAID THE SUBMARINE DOCK IS OFF LIMITS, VEDA!
BUT YOU CAN MAKE YOURSELF AT HOME IN THIS PART OF THE HOUSE! ANY PROBLEMS, CALL JARVIS!
OKAY, IRON MAN! LET'S GO!
TAKE YOUR TIME, CAPTAIN AMERICA! I'VE WAITED THIS LONG--
--A LITTLE LONGER WON'T HURT!
IT IS AN UNUSUALLY SATURNINE CAPTAIN AMERICA THAT ACCOMPANIES THE ARMORED AVENGER TO THE MANSION'S LOWER LEVELS...
LOOK, CAP--YOU HAVEN'T SAID A WORD SINCE WE LEFT THE DINING ROOM!
I GUESS I HAVE BEEN ACTING RATHER PECULIARLY, HAVEN'T I?
CAP--I'M A SUPER-HERO, NOT A THERAPIST! BUT IF THERE'S SOMETHING YOU WANT TO GET OFF YOUR CHEST...
NODDING WITH A FORCED SMILE, CAP DOESN'T VERBALLY REPLY, UNTIL HE AND IRON MAN REACH...
...THE SUB, WHERE I AWOKE AFTER TWO DECADES OF SUSPENDED ANIMATION!
I MIGHT FIND SOME CLUE TO MY PAST!
SOMEHOW, I FELT THAT IF I CAME BACK TO THE SUB--
PRESENTLY, INSIDE THE SUBMARINE...
ALL RIGHT, YOU MIGHT AS WELL START YOUR DETECTIVE WORK DOWN HERE!
MEANWHILE, I'VE GOT MY OWN JOB TO DO!

NOT REALLY KNOWING WHERE TO BEGIN, CAP ASSAYS THE PREMISES, UNTIL SOMETHING CAPTURES HIS ATTENTION...
THIS REEL OF RECORDING TAPE...
I'D FORGOTTEN HOW THE ORIGINAL AVENGERS OFTEN TAPED WHAT THEY TALKED ABOUT FOR FUTURE REFERENCE!
AND THIS PARTICULAR TAPE CHRONICLES WHAT WAS SAID... WHEN CAPTAIN AMERICA RETURNED TO "LIFE!"
WELL, I COULD BE A BLIND ALLEY! ON THE OTHER HAND...
NEVER BEFORE HAS CAPTAIN AMERICA LISTENED SO INTENTLY, HIS MIND ANALYZING EVERY RECORDED WORD...
STOP ALL ENGINES! WE'VE SIGHTED SOMETHING!
WHILE HIS IMAGINATION VISUALIZES A FROZEN FIGURE, DRIFTING THROUGH ICY NORTHERN WATERS...
"HAVE WE FOUND THE SUB-MARINER AT LAST?"
"I'VE GOT HIM!
"BUT--IT ISN'T NAMOR--!"
THERE'S A COSTUME OF SOME SORT BENEATH HIS TATTERED CLOTHES!!
DON'T YOU RECOGNIZE IT?
IT'S THE FAMOUS RED-WHITE-AND-BLUE GARB OF--CAPTAIN AMERICA!*
THE WASP IS RIGHT!
'TIS MOST WONDROUSLY STRANGE!
*AS RECORDED IN CA #100 AND THE HISTORIC AVENGERS #4--RT.


ONCE AGAIN, CAP RELIVES HIS REVIVAL ABOARD THE AVENGER'S SUBMARINE...
HOW STRANGE, HEARING ME SPEAK THOSE WORDS AFTER ALL THESE YEARS!
...I STRUCK THE WATERS OFF NEWFOUNDLAND, AND PLUMMETED LIKE A--
WAIT A MINUTE!!
SOMETHING WRONG, CAP? YOU SOUNDED LIKE YOU JUST STRUCK OIL!
MAYBE I HAVE! SOMETHING I SAID ON THAT TAPE... ABOUT BEING IN THE WATERS OFF NEWFOUNDLAND...*
DID YOU REALLY SAY "NEWFOUNDLAND," CAP? IT'S BEEN SO LONG, I CAN'T REMEMBER!
AND I DON'T THINK I EVER LISTENED TO THOSE TAPES!
UH, SAY, FRIEND... IF YOU WOULDN'T MIND DOING ME A FAVOR...
*IF YOU DON'T BELIEVE US, CHECK AVENGERS #4 --ROY.
SOON, AS THE STARK-DESIGNED AIRCRAFT ROARS ON A NORTH-EASTERLY COURSE...
BELIEVE ME, IRON MAN... I REALLY APPRECIATE THIS!
FORGET IT, CAP! BESIDES, THAT MENTION OF NEWFOUNDLAND IS RATHER INTRIGUING!
I GUESS WE WERE ALL SO CONCERNED WITH CAPTAIN AMERICA COMING BACK TO LIFE THAT DAY--
--THAT NONE OF US EVER EVEN NOTICED THE INCONSISTENCY!
"OKAY, CAP, YOU'RE ON YOUR OWN," SAYS IRON MAN. "BUT IF YOU NEED ANY HELP... REMEMBER, YOU'VE GOT FRIENDS!"
I APPRECIATE THE OFFER, SHELLHEAD... BUT THIS IS ONE MYSTERY I SOLVE ALONE!
LOWERED GENTLY BY THE INFLATED DESCENT-BAGS, CAP PERUSES THE NEWFOUNDLAND COUNTRYSIDE...
NO ONE SEEMS TO HAVE SEEN ME YET!
BUT SOONER OR LATER, SOMEBODY'LL WANT TO KNOW WHAT CAPTAIN AMERICA IS DOING IN CANADA'S TENTH PROVINCE!
AND SINCE I DON'T REALLY HAVE AN ANSWER FOR THAT QUESTION--
--I BETTER MAKE MY FIRST APPEARANCE--
--AS AMERICAN "TOURIST" STEVE ROGERS!

NEARLY A DAY PASSES, WITH STEVE ROGERS LEISURELY WANDERING THE ISLAND'S STREETS--
--AND KNOWING AS MUCH NOW AS HE DID WHEN HE BEGAN...
I DON'T RECOGNIZE ANYTHING, BUT SOMEHOW... IT "FEELS" FAMILIAR!
I'D LIKE TO THINK I WAS HERE BEFORE... AND THAT THE EXPERIENCE WAS SOMEHOW ERASED FROM MY MEMORY!
YEAH, THAT'D EXPLAIN SO MANY THINGS...
...LIKE FOR INSTANCE, SOMETHING THAT'S BEEN BOTHERING ME FOR YEARS! I FELL OFF THAT DRONE PLANE AND PLUNGED INTO THE ENGLISH CHANNEL...
AND YET, WHEN THE AVENGERS PICKED ME UP, I WAS FROZEN WAY UP IN THE NORTH SEA!
SOMEHOW, FLOATING FROM ENGLAND SO FAR NORTH NEVER RANG TRUE WITH ME!
AND JUST WHAT PUT ME INTO SUSPENDED ANIMATION?
MAYBE SOMETHING DID HAPPEN HERE...
...BETWEEN THE INCIDENT WITH THE DRONE PLANE AND MY BEING FOUND BY THE AVENGERS! THEN AGAIN, MY MENTIONING NEWFOUNDLAND..
--MIGHT JUST HAVE BEEN MEANINGLESS RAVING!
WHATEVER THE ANSWERS, THEY ARE STILL UNKNOWN TO STEVE ROGERS--
RED LOBSTER INN
--EVEN AS THE CANADIAN SKY BLACKENS...
THERE'S SO MUCH ABOUT MY PAST I CAN'T REMEMBER... SO MUCH I MIGHT NEVER KNOW!
AND SOMEHOW I FORGOT ABOUT SUPPER!
THE ISLAND IS REKNOWNED FOR ITS SEAFOOD. YET, THE AMERICAN'S THOUGHTS ARE NOT UPON HIS DINNER...
THERE'S SO MUCH ABOUT MY PAST I CAN'T REMEMBER... SO MUCH I MIGHT NEVER KNOW!
BUT "NEWFOUNDLAND" COULD BE A CLUE! AND ON THE CHANCE THAT IT IS--
--I CAN'T AFFORD NOT SEEING THIS WHOLE THING THROUGH!

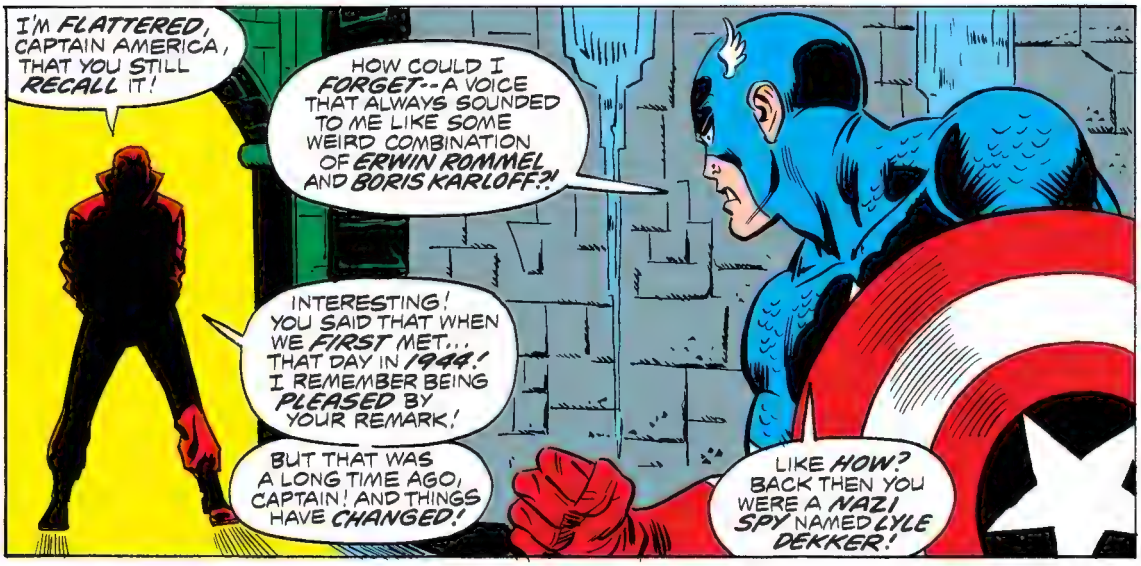

EVEN AS HE CONTEMPLATES, STEVE'S VISION WANDERS... HIS EYES CASUALLY FOCUSING ON...
...SOMETHING GOING ON OUT THERE!
GOOD LORD--!!
SEA FOOD
MEN IN STRANGE UNIFORMS... CARRYING BOXES... OBVIOUSLY HEAVY BOXES!
AND I'VE SEEN DIFFERENT COLORS-- BUT VERY SIMILAR UNIFORMS BEFORE--
--ON THAT BUNCH OF MEATHEADS I FOUGHT LAST NIGHT IN NEW YORK!
MAYBE THERE'S A CONNECTION, MAYBE THERE'S NOT--
--BUT I INTEND TO FIND OUT!
SO NOW WE'VE GOT MYSTERIOUS CHARACTERS SKULKING THROUGH THE STREETS OF NEWFOUNDLAND OF ALL PLACES...
"CURIOUSER AND CURIOUSER," AS SOMEONE ONCE SAID!
MAYBE THIS PROVINCE HAS NOTHING TO DO WITH STEVE ROGERS' PAST.
BUT ONE THING'S CERTAIN! I'M INTERESTED...
AND SINCE THOSE GUYS IN THE UNIFORMS DIDN'T EXACTLY LOOK LIKE YOUR TYPICAL CANADIAN FISHERMEN--
--I'D BETTER BE PREPARED TO FACE THEM... IN A UNIFORM OF MY OWN!
AND THOUGH NO ONE IS THERE TO SEE, THE STREETLAMPS SUDDENLY ILLUMINE A MAJESTIC RED, WHITE AND BLUE!


THE STREETS IN THIS SECTION OF TOWN ARE VIRTUALLY DESERTED AT NIGHT--
--PERMITTING THE STAR-SPANGLED AVENGER TO STALK HIS PREY UNNOTICED...
SO THE DOCKS IS AS FAR AS WE GO, EH?
AND NOW THEY'RE TAKING WHATEVER'S IN THOSE BOXES THROUGH A TRAP-DOOR IN THE PIER!
OKAY, STEVE... GUESS THAT'S YOUR CUE!
HE WAITS ONLY UNTIL THE LAST OF THE MEN HAS VANISHED BENEATH THE PIER. THEN...
DON'T KNOW WHAT I'M GETTING INTO--
--BUT THERE'S ONLY ONE WAY TO FIND OUT!
WHOA! SURE HOPE NOBODY DOWN THERE HEARD ME OPEN THIS DOOR!
CRE-EK...
WELL, WHAT HAVE WE HERE?
FIRST PIER I EVER SAW THAT LOOKED LIKE THE HOLLAND TUNNEL UNDERNEATH!
HE MOVES SILENTLY THROUGH THE DANK-SMELLING TUNNELS, FOLLOWING THE SOUNDS OF VOICES...
CAN'T YOU MOVE A LITTLE FASTER WITH THAT?
BE SERIOUS, WILL YOU? THIS BOX IS HEAVY!
AND WE DON'T GET PAID EXTRA FOR BREAKING ANY SPEED RECORDS!
SO FAR, SO GOOD!
NOW IF I CAN JUST FIND OUT WHAT'S GOING ON DOWN HERE BEFORE I'M--
HEY, OVER THERE, IT'S HIM!!
WELL, I CAN SCRAP THAT IDEA!
LOOKS LIKE I'VE LITTLE CHOICE NOW--

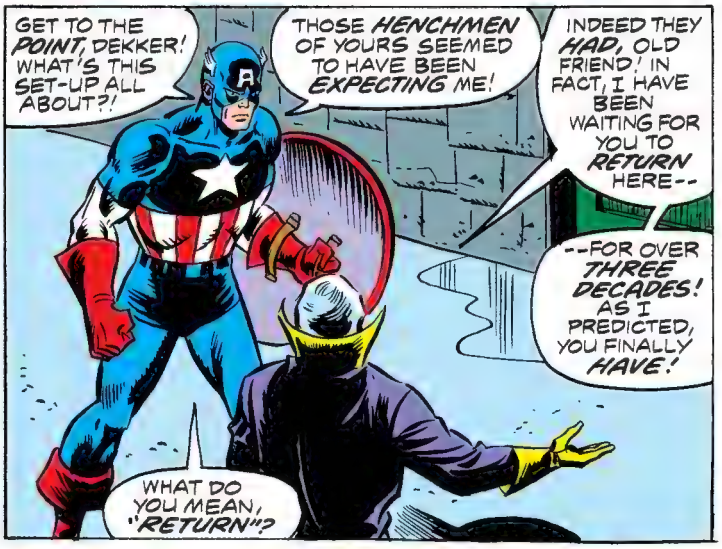
--BUT TO FIGHT!!
OKAY, MEN--WE GOT OUR ORDERS! LET'S TAKE HIM!
YEAH, BUT HOW CAN WE BE SURE--
--THAT IT'S REALLY CAPTAIN AMERICA?!
KA-BLONG!
CON-VINCED?!
BAH!! ANYONE CAN PUT ON A COSTUME AND STOP ONE MAN WITH A METAL SHIELD!
THEN IF IT'S NOT HIM, HE WON'T HAVE A CHANCE AGAINST ALL OF US!
THIS GETS CRAZIER BY THE MOMENT! I ALMOST GET THE FEELING THESE LUNATICS ARE TESTING ME--
BUT THOSE WEAPONS OF THEIRS ARE REAL--
--AND THEY'RE COMING AT ME FOR THE KILL!
ALL RIGHT, THEN--
--SINCE YOU OBVIOUSLY WANT TO SEE CAPTAIN AMERICA IN ACTION--
--BE MY GUEST!!
YAARRRG!!
KRAM!

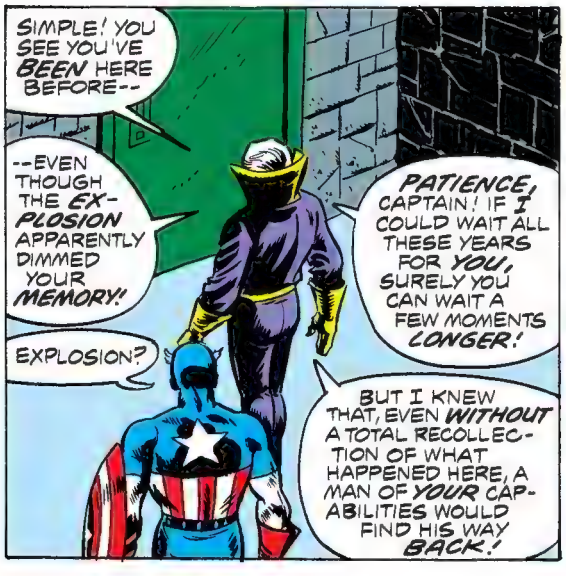
EVERYTIME I FACE ODDS LIKE THESE, I WISH I STILL HAD MY SUPER-STRENGTH!
BUT THE EFFECTS OF THE VIPER'S INJECTION * EVENTUALLY WORE OFF AND--
OH, OH! HERE COMES ANOTHER--
* SEE CAPTAIN AMERICA #157--RT.
--ONE!!
SKUNG!
WHEW! THAT WAS A CLOSE ONE!
BUT NOW THAT I THINK OF IT, I MANAGED TO GET THROUGH WORLD WAR II--
--WITHOUT BEING AS STRONG AS IRON MAN OR THE HULK!
BLAF!
GUESS I CAN SURVIVE A FEW MORE YEARS AS IS!
NOW, THERE SHOULD BE JUST ONE MORE OF THESE--WHOOOAA!!
TURNING HIS HEAD, CAP SEES THE DEADLY-BLADED MISSILE...
AND IF NOT FOR THE SPEED IMPARTED TO HIM BY THE SUPER SOLDIER CHEMICALS--
KRA-CA-LIK!!
--CAPTAIN AMERICA WOULD NOW BE CLEAVED IN TWO!

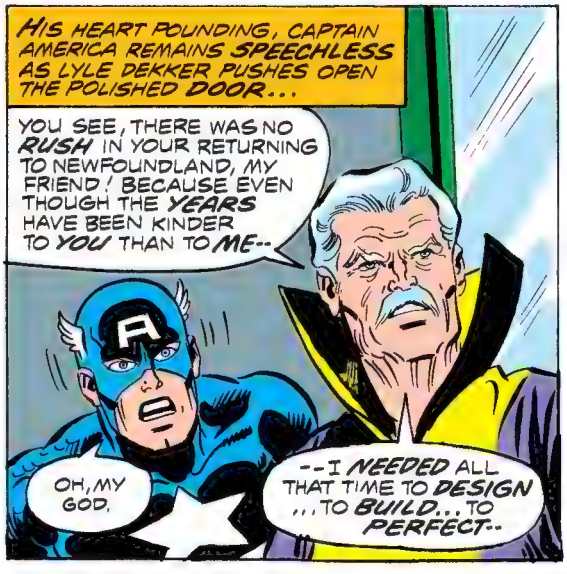
ALL RIGHT, SO YOU PROVED YOU'RE THE GENUINE ARTICLE! NO ORDINARY MAN COULD'VE MOVED THAT FAST--
--OR DONE WHAT YOU JUST DID TO MY COM-RADES!
BUT NOW IT'S JUST THE TWO OF US, CAPTAIN AMERICA!
THOSE SPIKED KNUCKLES COULD RIP ME APART!
BETTER NOT GIVE THEM THE CHANCE!
I AM THE BIGGEST, STRONGEST MAN IN ALL THIS PROVINCE, AND NOT EVEN YOU--
--CAN SURVIVE AGAINST ME FOR LONG!
AND JUDGING BY WHAT YOU JUST DID TO THAT PIECE OF WALL--
--YOU COULD BE RIGHT!
SO LET'S NOT WASTE ANY MORE TIME IN TRYING TO FIND OUT, OKAY?!
KA-
-BLAM!
HA! IF THAT IS THE BEST YOU CAN--
..THE BEST YOU CAN... UH... HIT ME... WITH...
...THEN... I'M... GOING TO...
...TO...
WHUMP!
BRAVO, CAPTAIN AMERICA! THAT WAS TRULY AN ADMIRABLE DEMONSTRATION!
INDEED, IT WAS A MOST DRAMATIC WAY OF PROVING YOUR IDENTITY--
--AND ASSURING ME THAT MY LONG WAIT HAS NOT BEEN IN VAIN!
WHAT?! THAT VOICE--


I'M FLATTERED, CAPTAIN AMERICA, THAT YOU STILL RECALL IT!
HOW COULD I FORGET--A VOICE THAT ALWAYS SOUNDED TO ME LIKE SOME WEIRD COMBINATION OF ERWIN ROMMEL AND BORIS KARLOFF?!
INTERESTING! YOU SAID THAT WHEN WE FIRST MET... THAT DAY IN 1944! I REMEMBER BEING PLEASED BY YOUR REMARK!
BUT THAT WAS A LONG TIME AGO, CAPTAIN! AND THINGS HAVE CHANGED!
LIKE HOW? BACK THEN YOU WERE A NAZI SPY NAMED LYLE DEKKER!

THE NAME IS STILL THE SAME, CAPTAIN AMERICA... BUT NOW MY MEN CALL ME GENERAL DEKKER!
I BELIEVE YOU AND SOME OF MY SOLDIERS HAVE ALREADY MET!


GET TO THE POINT, DEKKER! WHAT'S THIS SET-UP ALL ABOUT?!
THOSE HENCHMEN OF YOURS SEEMED TO HAVE BEEN EXPECTING ME!
INDEED THEY HAD, OLD FRIEND! IN FACT, I HAVE BEEN WAITING FOR YOU TO RETURN HERE--
--FOR OVER THREE DECADES! AS I PREDICTED, YOU FINALLY HAVE!
WHAT DO YOU MEAN, "RETURN"?


SIMPLE! YOU SEE YOU'VE BEEN HERE BEFORE--
--EVEN THOUGH THE EX-PLOSION APPARENTLY DIMMED YOUR MEMORY!
EXPLOSION?
PATIENCE, CAPTAIN! IF I COULD WAIT ALL THESE YEARS FOR YOU, SURELY YOU CAN WAIT A FEW MOMENTS LONGER!
BUT I KNEW THAT, EVEN WITHOUT A TOTAL RECOLLECTION OF WHAT HAPPENED HERE, A MAN OF YOUR CAPABILITIES WOULD FIND HIS WAY BACK!


HIS HEART POUNDING, CAPTAIN AMERICA REMAINS SPEECHLESS AS LYLE DEKKER PUSHES OPEN THE POLISHED DOOR...
YOU SEE, THERE WAS NO RUSH IN YOUR RETURNING TO NEWFOUNDLAND, MY FRIEND! BECAUSE EVEN THOUGH THE YEARS HAVE BEEN KINDER TO YOU THAN TO ME--
OH, MY GOD.
--I NEEDED ALL THAT TIME TO DESIGN ...TO BUILD... TO PERFECT--

--THIS, MY MOST FABULOUS CREATION!!
WELL, CAPTAIN AMERICA, TELL ME WHAT YOU THINK! THE 3.5 METERS HEIGHT NOTWITHSTANDING--
NEARLY A FULL MINUTE WILL PASS BEFORE CAP CAN ANSWER.

NEXT ISSUE: THE CLIFFHANGERS LIVE AGAIN, AS THE SCREEN ERUPTS WITH 12 ACTION-PACKED EPISODES... "THE ADVENTURES of CAPT. AMERICA!"

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CONTINUING THE SEARCH FOR STEVE ROGERS!
THIS MOVIE ABOUT CAPTAIN AMERICA SHALL NOT BE MADE!
SO SAYS THE CORPORATION!
IT WILL BE MADE--WHILE THE REAL CAPTAIN AMERICA LIVES!

1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation*...to awaken in the *mid-1960's*, a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

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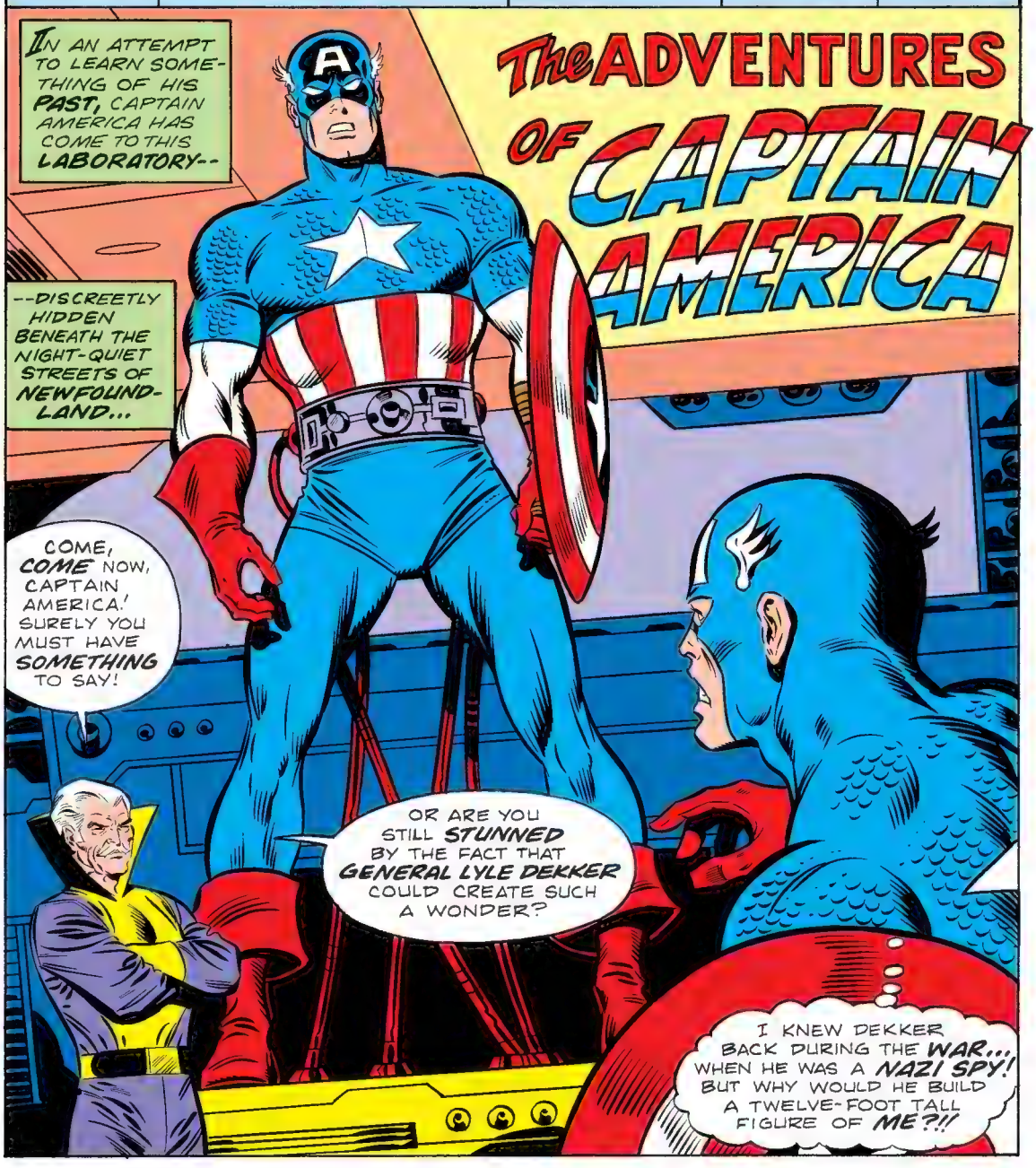

IN AN ATTEMPT TO LEARN SOMETHING OF HIS PAST, CAPTAIN AMERICA HAS COME TO THIS LABORATORY--
--DISCREETLY HIDDEN BENEATH THE NIGHT-QUIET STREETS OF NEWFOUNDLAND...
The ADVENTURES OF CAPTAIN AMERICA
COME, COME NOW, CAPTAIN AMERICA! SURELY YOU MUST HAVE SOMETHING TO SAY!
OR ARE YOU STILL STUNNED BY THE FACT THAT GENERAL LYLE DEKKER COULD CREATE SUCH A WONDER?
I KNEW DEKKER BACK DURING THE WAR... WHEN HE WAS A NAZI SPY! BUT WHY WOULD HE BUILD A TWELVE-FOOT TALL FIGURE OF ME?!!

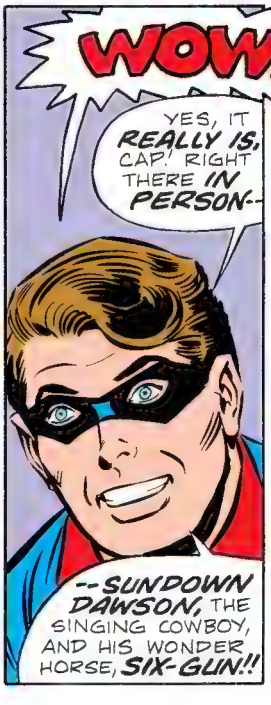
ALL RIGHT, DEKKER! I ASSUME THOSE BOXES I SAW YOUR MEN CARRYING CONTAINED LAB EQUIPMENT!
BUT WHAT'S THIS SET-UP ALL ABOUT? AND WHAT DID YOU MEAN WHEN YOU SAID--
A BRILLIANT DEDUCTION!
--YOU'D BEEN WAITING FOR ME TO "RETURN"?*
YOU'LL KNOW EVERYTHING OLD FRIEND... IN DUE TIME!
*LAST ISSUE--ROY
BUT FIRST, IT'S TIME FOR NOSTALGIA OF SORTS, AS WE REMINISCE ABOUT THAT FIRST TIME WE MET!
DO YOU REMEMBER THAT DAY IN 1944?
DO I? HOW COULD I EVER FORGET?!
"IT HAD BEGUN LIKE SO MANY OTHER DAYS," THINKS CAPTAIN AMERICA, "FOR PVT. STEVE ROGERS AND MASCOT BUCKY BARNES...
ROGERS!!
TELL ME, MR. BARNES! IS THAT WHO I THINK IT IS?
DON'T KNOW! I'M AFRAID TO LOOK!
WHAT'S THE MATTER WITH YOU GOLDBRICKS?! YA DEEF OR SOMETH-- HEEEYYy!!
OOOPS! UH, SORRY, SGT. DUFFY!
WHO ORDERED ALL THESE POTATOES TO BE PILED UP HERE?
UH, YOU DID, SARGE!
SHADDUP! OR I'LL MAKE SURE THERE'S TWICE AS MANY HERE FOR YOU TO PEEL WHEN YOU GET BACK!
BACK, SARGE? FROM WHERE, SARGE?
FROM YOUR TWO WEEK'S FURLOUGH, THAT'S FROM WHERE! AND DON'T ASK WHY--
--'CAUSE THE TOP BRASS DON'T TELL ME NOTHIN'! NOW GET THEM CARCASSES MOVIN'!
I JUST DON'T GET IT! ME, A LIFER, STUCK HERE AT FORT LEHIGH ALL MONTH! AND A COUPLE OF YOYOS LIKE YOU GET A VACATION!
IT AIN'T FAIR, DUFFY! IT JUST AIN'T FAIR!

"OUR PASS BEGAN EXACTLY THE DAY THAT CAPTAIN AMERICA AND BUCKY WERE TO BEGIN A NEW ASSIGNMENT FROM F.D.R. HIMSELF.
"I OFTEN WONDERED ABOUT THOSE 'COINCIDENCES'...
"EVEN AS OUR PLANE DESCENDED OVER HOLLYWOOD, CALIFORNIA...
THERE'S DEMOCRACY PICTURES, BUCKY! EXCITED?!
AM I?!! WHEN I THINK OF ALL THOSE SATURDAY AFTERNOONS I SPENT WATCHING ALL THEIR COWBOY PICTURES AND SERIALS...
...OF COURSE, I WAS JUST A KID THEN!
WELL, THEN, IS THE OLD WAR VET READY TO BAIL OUT?
"WE'D DECIDED TO MAKE OUR ENTRANCE TO THE MOVIE STUDIO IN THE FASTEST WAY POSSIBLE...
HOLLYWOOD, HERE WE COME! WAHOO!
"OUR ASSIGNMENT: INVESTIGATE POSSIBLE AXIS SABOTAGE--
"--DURING THE PRODUCTION OF DEMOCRACY'S LATEST PATRIOTIC MOVIE SERIAL.
"I'VE GOT TO ADMIT THE TITLE HAD SPECIAL MEANING TO ME...
"...'THE ADVENTURES OF CAPTAIN AMERICA'--
'--FILMED IN TWELVE 'ACTION-PACKED' EPISODES.
DEMOCRACY
HEY, CAP! THIS OLD STREET LOOKS FAMILIAR!
IT SHOULD! IT MUST'VE BEEN USED IN A HUNDRED OR SO WESTERN MOVIES ALREADY WHEN I WAS A KID!
BUT WE'LL DO OUR SIGHT-SEEING LATER!
RIGHT NOW WE'VE GOT TO FIND THE SET WHERE THEY'RE SHOOTING--
CAP, YOU HEAR THAT?!
"IT COULD HAVE BEEN ONE OF CALIFORNIA'S MANY EARTH TREMORS... BUT IT WASN'T.
GOOD LORD!!

C'MON, PARDNERS! WE'LL CHASE THEM VARMINTS ALL THE WAY TO PECOS IF WE GOTTA AND--
--HEY!? WHAT'RE THEY DOIN' HERE?!
DUNNO! I THOUGHT THEY WAS SHOOTIN' THE CAPTAIN AMERICA SHOW ACROSS THE LOT.
BLAM!
BANG!
HEY, YOU TWO! GIT OUT OF THE WAY!!
WITH ALL THAT SHOOTING, THE HORSES ARE TOO SPOOKED TO STOP IN TIME!
THEN I GUESS WE DO LIKE THE COWBOY SAID...

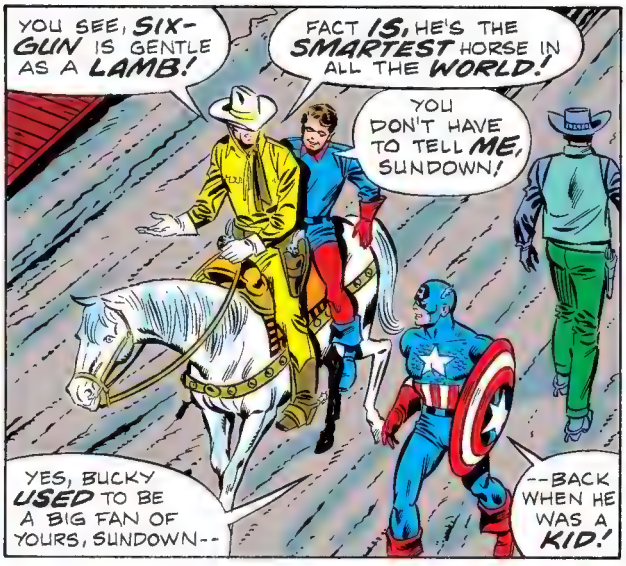
...WE GIT!

WHOA, THERE, SIX-GUN! HEY, SORRY IF WE SCARED YOU TWO!
I WAS JUST PUTTIN' THESE MEN THROUGH A REHEARSAL!
WE START SHOOTIN' "TRIGGER TROUBADOUR" AT TOMORROW SUN-UP! BUT WHAT ARE YOU DOIN' ON THIS SIDE OF THE LOT?
CAP! THAT WHITE HORSE! AND THAT VOICE! IT'S GOT TO BE HIM!!

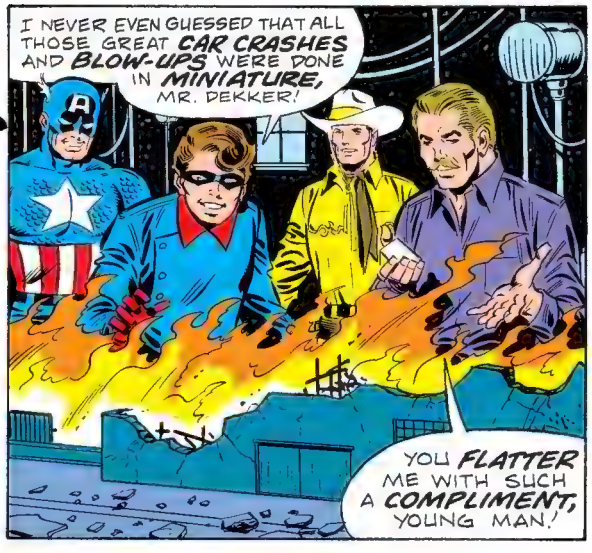

WOW!
YES, IT REALLY IS, CAP! RIGHT THERE IN PERSON--
--SUNDOWN DAWSON, THE SINGING COWBOY, AND HIS WONDER HORSE, SIX-GUN!!

I JUST REALIZED IT! YOU AREN'T ACTORS IN THE "CAP" SERIAL!
YOU'RE THE REAL McCOYS!
I NEVER FIGGERED ON MEETIN' A COUPLE OF CELEBRITIES LIKE YOU TWO!

YOU MEAN, TO YOU-- WE'RE CELEBRITIES?!
BETTER BELIEVE IT, SON! LISTEN, I FIGURE YOU TWO ARE HERE TO SEE THE "CAP" SHOW BEING SHOT, RIGHT?!
THAT'S RIGHT, SUNDOWN!
IT'S A LONG WALK, BUT I CAN GIVE ONE OF YOU A LIFT!


YOU SEE, SIX-GUN IS GENTLE AS A LAMB!
FACT IS, HE'S THE SMARTEST HORSE IN ALL THE WORLD!
YOU DON'T HAVE TO TELL ME, SUNDOWN!
YES, BUCKY USED TO BE A BIG FAN OF YOURS, SUNDOWN--
--BACK WHEN HE WAS A KID!

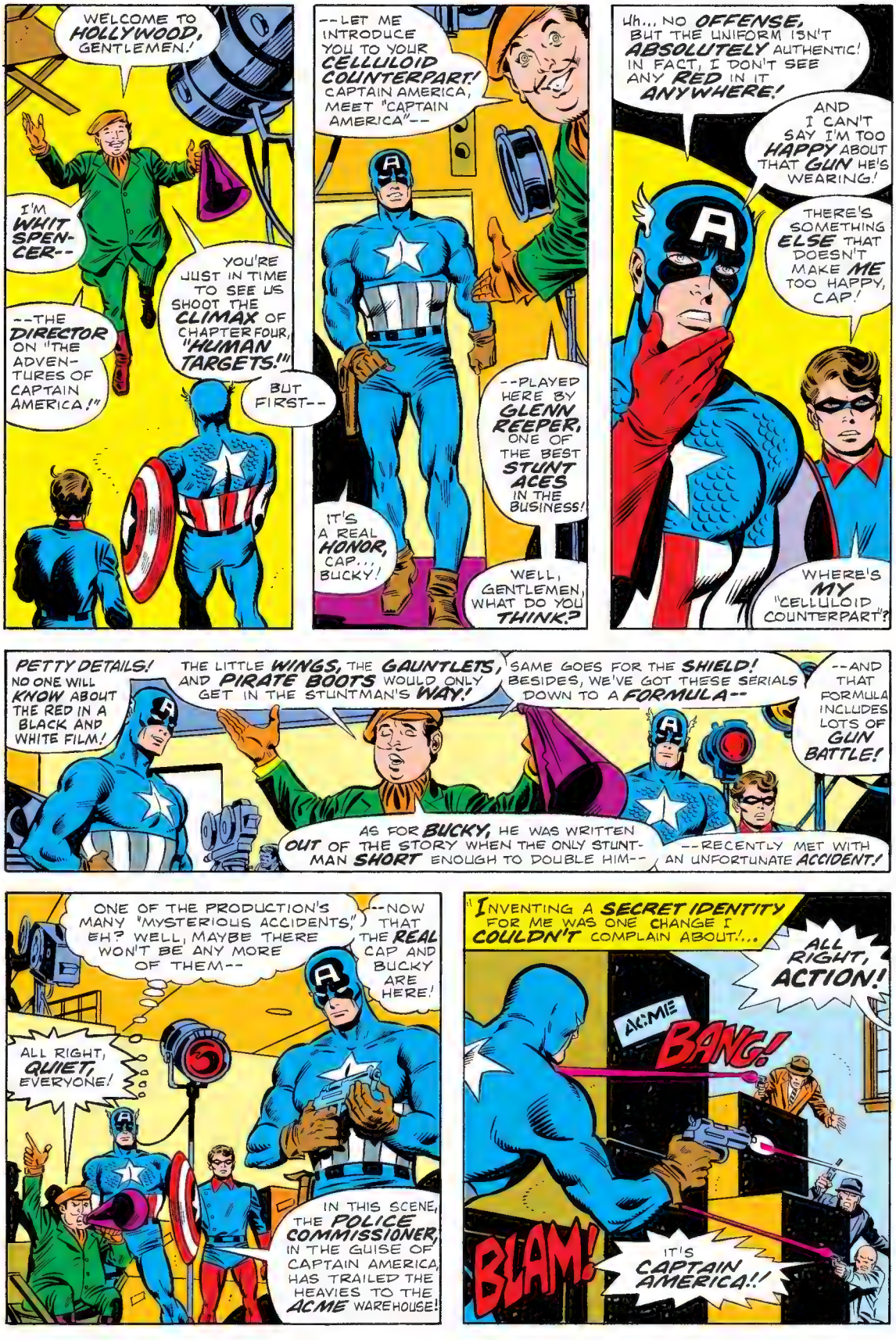
KA-BLOW!
NOW THAT'S WHAT I CALL AN EXPLOSION, CAP!


I NEVER EVEN GUESSED THAT ALL THOSE GREAT CAR CRASHES AND BLOW-UPS WERE DONE IN MINIATURE, MR. DEKKER!
YOU FLATTER ME WITH SUCH A COMPLIMENT, YOUNG MAN!

IT WAS MY FIRST MEETING WITH LYLE DEKKER... DEMOCRACY'S CONTRACT SPECIAL EFFECTS WIZARD...
...AND THE EXPLOSIVE IS IGNITED BY REMOTE CONTROL WITH A DEVICE CALLED A SQUIB!
"I SUPPOSE WE COULD HAVE LISTENED TO HIM ALL DAY--

"--BUT WE'D ALREADY WASTED ENOUGH TIME IN GETTING TO--
THE "CAP" SERIAL SOUNDSTAGE IS RIGHT OVER THERE! JUST WALK ON IN, UNLESS THE RED LIGHT'S ON!
SIX GUN CHOOTOU!
I'LL SEE YOU HEROES LATER ON! I GOTTA GET BACK TO REHEARSAL!

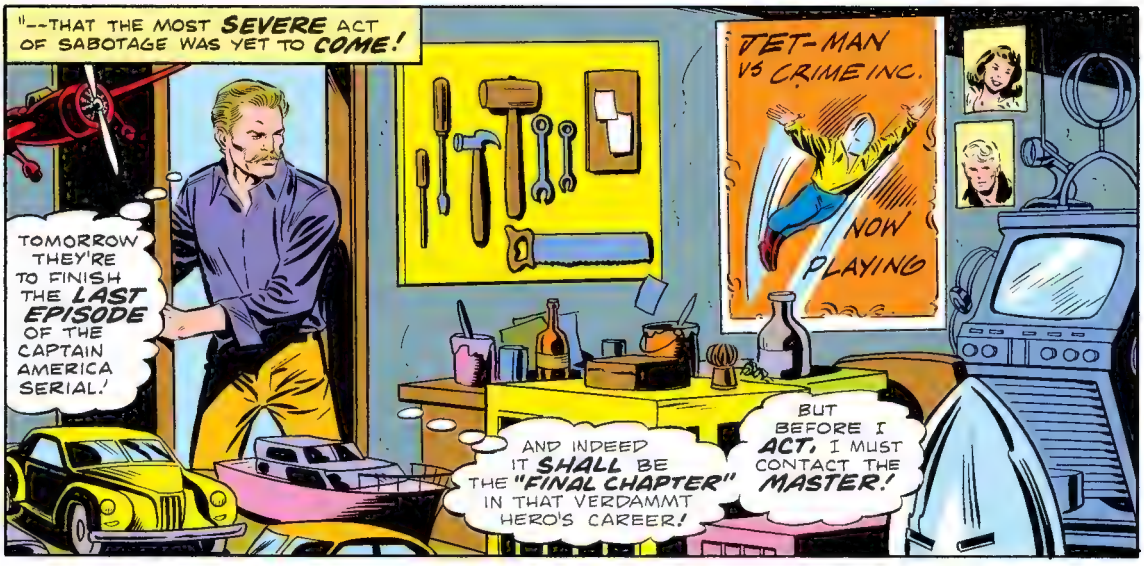
"THE RED LIGHT WASN'T ON, WHICH MEANT THE CAMERAS WEREN'T ROLLING. SO WE ENTERED THE BUILDING--
--NOT AT FIRST CERTAIN IF WE WERE ON A MOVIE SET OR IN AN OLD WAREHOUSE...
ACME
ACME
IT'S CAPTAIN AMERICA ... THE REAL ONE!

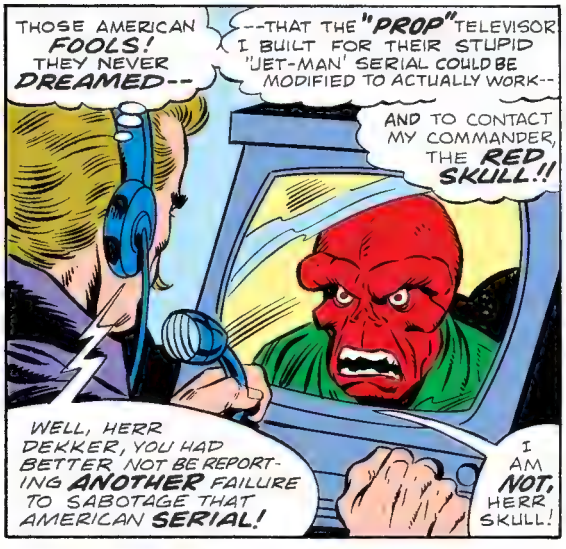

WELCOME TO HOLLYWOOD, GENTLEMEN!
I'M WHIT SPENCER--
--THE DIRECTOR ON "THE ADVENTURES OF CAPTAIN AMERICA!"
YOU'RE JUST IN TIME TO SEE US SHOOT THE CLIMAX OF CHAPTER FOUR, "HUMAN TARGETS!"
BUT FIRST--
--LET ME INTRODUCE YOU TO YOUR CELLULOID COUNTERPART! CAPTAIN AMERICA, MEET "CAPTAIN AMERICA"--
IT'S A REAL HONOR, CAP..., BUCKY!
--PLAYED HERE BY GLENN REEPER, ONE OF THE BEST STUNT ACES IN THE BUSINESS!
WELL, GENTLEMEN, WHAT DO YOU THINK?
Uh... NO OFFENSE, BUT THE UNIFORM ISN'T ABSOLUTELY AUTHENTIC! IN FACT, I DON'T SEE ANY RED IN IT ANYWHERE!
AND I CAN'T SAY I'M TOO HAPPY ABOUT THAT GUN HE'S WEARING!
THERE'S SOMETHING ELSE THAT DOESN'T MAKE ME TOO HAPPY, CAP!
WHERE'S MY "CELLULOID COUNTERPART"?
PETTY DETAILS! NO ONE WILL KNOW ABOUT THE RED IN A BLACK AND WHITE FILM!
THE LITTLE WINGS, THE GAUNTLETS, AND PIRATE BOOTS WOULD ONLY GET IN THE STUNTMAN'S WAY!
SAME GOES FOR THE SHIELD! BESIDES, WE'VE GOT THESE SERIALS DOWN TO A FORMULA--
--AND THAT FORMULA INCLUDES LOTS OF GUN BATTLE!
AS FOR BUCKY, HE WAS WRITTEN OUT OF THE STORY WHEN THE ONLY STUNTMAN SHORT ENOUGH TO DOUBLE HIM--
--RECENTLY MET WITH AN UNFORTUNATE ACCIDENT!
ONE OF THE PRODUCTION'S MANY "MYSTERIOUS ACCIDENTS," EH? WELL, MAYBE THERE WON'T BE ANY MORE OF THEM--
--NOW THAT THE REAL CAP AND BUCKY ARE HERE!
ALL RIGHT, QUIET, EVERYONE!
IN THIS SCENE, THE POLICE COMMISSIONER, IN THE GUISE OF CAPTAIN AMERICA, HAS TRAILED THE HEAVIES TO THE ACME WAREHOUSE!
"INVENTING A SECRET IDENTITY FOR ME WAS ONE CHANGE I COULDN'T COMPLAIN ABOUT!..."
ALL RIGHT, ACTION!
ACME
BANG!
BLAM!
IT'S CAPTAIN AMERICA!!

OKAY, DUNCAN! MOVE ALONG THE CATWALK AND TURN ON THE AUTOMATIC MACHINE GUN!
"ACCORDING TO THE SCRIPT, THE CHAPTER WOULD COME TO AN EAR-SHATTERING END--
BRR AT-A-TAT!
"--WITH 'CAP' APPARENTLY KILLED WHILE THE WORDS FLASHED UPON THE SCREEN...
UGHNN!!
...CONTINUED NEXT WEEK!
"AND NEXT WEEK, VIEWERS WOULD LEARN HOW 'CAP' MIRACULOUSLY SURVIVED. BUT BUCKY AND I COULDN'T WAIT THAT LONG...
HEY, WHAT ARE YOU D-- CUT! CUT!
RAT-A-TAT!
ZING!
PING!
REEPER'S BEEN HIT! THOSE BULLETS ARE REAL! LET'S MOVE, BUCKY!
TAKE CARE OF THAT MACHINE GUN, CAP... WHILE I DRAG GLENN REEPER OUT OF THE RANGE OF FIRE!
ACME
I ONLY HOPE HE'S STILL ALIVE! HE'S NOT MOVING ...AND HE'S BLEEDING BAD!
THAT MACHINE GUN IS SHOOTING WILD, FIRING IN EVERY DIRECTION!
BL-ZING!
RAT-TAT!
A DOZEN PEOPLE COULD GET HIT BEFORE THEY'D REACH THE EXIT DOOR--

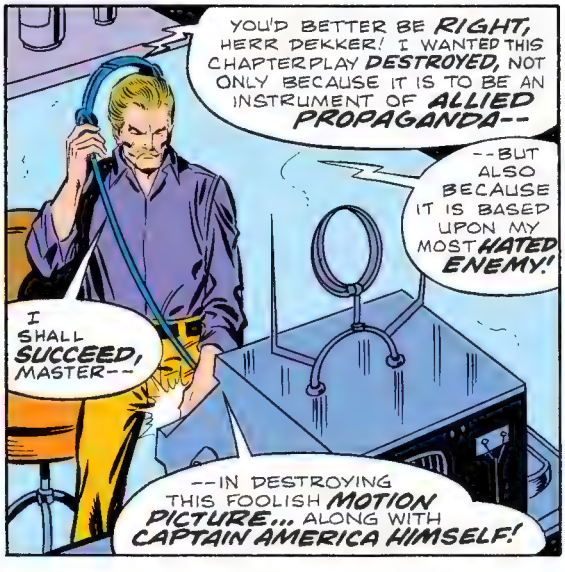
--SO I'D BEST TACKLE THIS PROBLEM WHERE IT'LL DO THE MOST GOOD--
--AT ITS SOURCE!!
KRA-
KA-
LIK!
HE'LL LIVE, CAP! I GUESS HE WASN'T HIT AS BAD AS I THOUGHT! THE SHOCK MUST HAVE KNOCKED HIM COLD!
THANK GOD!!
OOHHH, MY SHOULDER...
WHAT DO YOU MEAN YOU DON'T KNOW HOW LIVE AMMUNITION GOT INTO THAT MACHINE GUN?!!
Y-YES, MR. SPENCER! B-BUT I PUT BLANK CARTRIDGES IN THAT GUN! I KNOW I DID!
YOU'RE THE PROP MAN, AREN'T YOU?!
CAP... I'LL BE OUT OF ACTION... FOR A WHILE! BUT... THE PRODUCTION... MUST GO ON!
COUNTRY ...NEEDS AS MANY... PATRIOTIC FILMS AS WE CAN MAKE!
YOU THINK ...MAYBE YOU COULD...?
GLENN ALMOST DIED TRYING TO PORTRAY ME ON THE SCREEN!
AND THE CLOSER I AM TO THIS PRODUCTION, THE EASIER TO INVESTIGATE THIS SABOTAGE!
ALL RIGHT, GLENN... I'LL DO IT!
WAHOO! CAP'S GONNA BE A MOVIE STAR!

"I'LL NEVER FORGET THE FIRST TIME I APPEARED IN THAT STUDIO-MADE COSTUME. IT WAS LIKE DRESSING-UP--
"--FOR HALLOWEEN!
"OR THE TROUBLE I HAD LEARNING FROM STUNT COORDINATOR TIM IRONS HOW TO DO A A MOVIE FIGHT...
NO, YOUR STYLE'S ALL WRONG, CAP! YOU'VE GOT TO THROW A REAL ROUNDHOUSE PUNCH FOR THE CAMERA TO PICK UP!
AND MISS YOUR OPPONENT BY A GOOD FOOT! WE'LL ADD THE "PUNCH" SOUNDS LATER!
"THE STUDIO HUSHED UP THE FACT THAT THE REAL CAPTAIN AMERICA WAS PERFORMING IN THE ACTION SCENES! AFTER ALL, THEIR STUNTMEN HAD REPUTATIONS TO UPHOLD!
"--WHICH WAS FINE BY ME!
"FOR OVER A HALF-DOZEN ACTION-CRAMMED EPISODES, THERE WASN'T A SINGLE INCIDENT OF SABOTAGE.
"BUT AS WE NEARED OUR FINAL CHAPTER, I COULDN'T HELP BUT FEAR--


"--THAT THE MOST SEVERE ACT OF SABOTAGE WAS YET TO COME!
JET-MAN VS CRIME INC.
NOW PLAYING
TOMORROW THEY'RE TO FINISH THE LAST EPISODE OF THE CAPTAIN AMERICA SERIAL!
AND INDEED IT SHALL BE THE "FINAL CHAPTER" IN THAT VERDAMMT HERO'S CAREER!
BUT BEFORE I ACT, I MUST CONTACT THE MASTER!

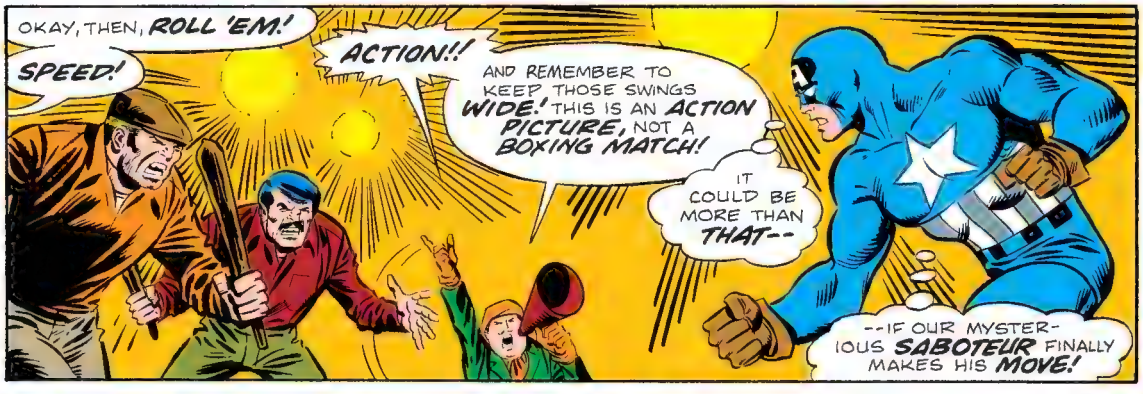

THOSE AMERICAN FOOLS! THEY NEVER DREAMED--
--THAT THE "PROP" TELEVISOR I BUILT FOR THEIR STUPID "JET-MAN" SERIAL COULD BE MODIFIED TO ACTUALLY WORK--
AND TO CONTACT MY COMMANDER, THE RED SKULL!!
WELL, HERR DEKKER, YOU HAD BETTER NOT BE REPORTING ANOTHER FAILURE TO SABOTAGE THAT AMERICAN SERIAL!
I AM NOT, HERR SKULL!

BUT THERE HAS BEEN A CHANGE IN PLANS! THE REAL CAPTAIN AMERICA IS NOW INVOLVED IN THIS PRODUCTION!
AND IT IS NOT SO EASY TO CATCH HIM OFF GUARD AS IT WAS THE OTHERS!
THAT IS WHY I'VE SPENT THESE PAST FEW WEEKS PREPARING A TRAP THAT EVEN CAPTAIN AMERICA CANNOT SURVIVE!

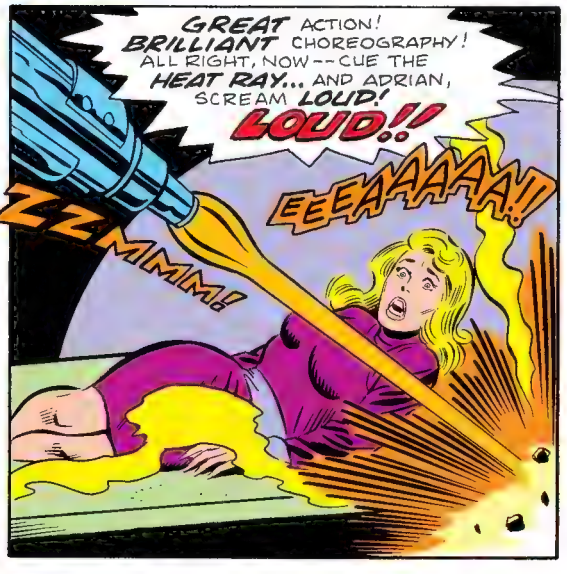

YOU'D BETTER BE RIGHT, HERR DEKKER! I WANTED THIS CHAPTERPLAY DESTROYED, NOT ONLY BECAUSE IT IS TO BE AN INSTRUMENT OF ALLIED PROPAGANDA--
--BUT ALSO BECAUSE IT IS BASED UPON MY MOST HATED ENEMY!
I SHALL SUCCEED, MASTER--
--IN DESTROYING THIS FOOLISH MOTION PICTURE... ALONG WITH CAPTAIN AMERICA HIMSELF!

AND I SHALL ACCOMPLISH BOTH FEATS WITH WHAT I'VE SO LONG BEEN TOILING OVER!
THE FOOLS WON'T REALIZE UNTIL IT'S TOO LATE--THAT THIS HEAT RAY IS MORE THAN JUST A PROP!
INDEED, IT IS THE MASTER-PIECE--
--OF LYLE DEKKER, ONE OF GERMANY'S GREATEST SCIENTISTS!

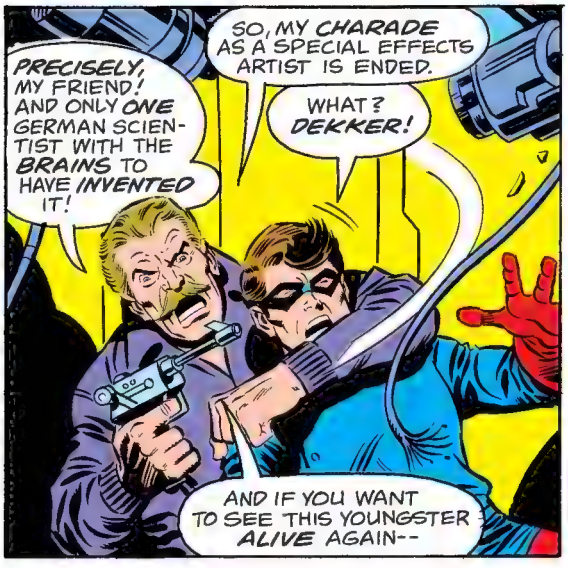
ALL RIGHT, PEOPLE! THIS IS GOING TO BE THE BIG CLIMAX TO "THE ADVENTURES OF CAPTAIN AMERICA!"
READY WHEN YOU ARE, W.S.!
AND MY EYES WILL BE WIDE OPEN, LOOKING FOR THE FIRST SIGN OF SABOTAGE!
AS THE HEAT RAY MOVES PRECARIOUSLY CLOSER TO HER WRITHING BODY! GOT IT?
CAP WILL BE SLUGGING IT OUT WITH THE TWO ACTION HEAVIES, WHILE ADRIAN REMAINS STRAPPED TO THAT TABLE--


OKAY, THEN, ROLL 'EM!
SPEED!
ACTION!!
AND REMEMBER TO KEEP THOSE SWINGS WIDE! THIS IS AN ACTION PICTURE, NOT A BOXING MATCH!
IT COULD BE MORE THAN THAT--
--IF OUR MYSTERIOUS SABOTEUR FINALLY MAKES HIS MOVE!

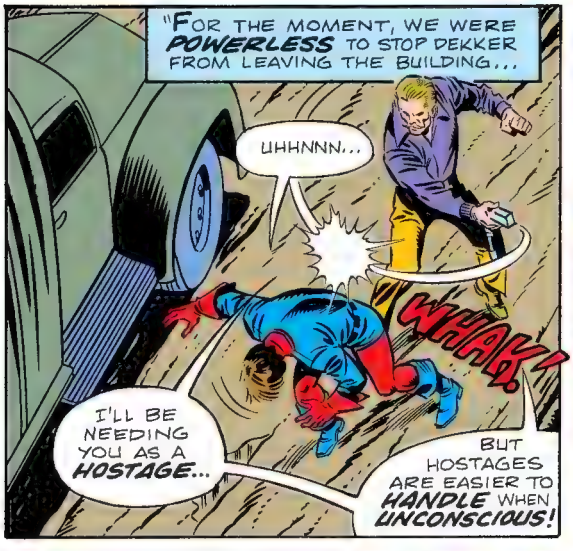
OOOF!!
IT'S REALLY WEIRD--
--THIS FIGHTING WITHOUT MY FISTS EVER MAKING CONTACT . . . WITHOUT HEARING ANY OF THESE "PUNCHES"!!

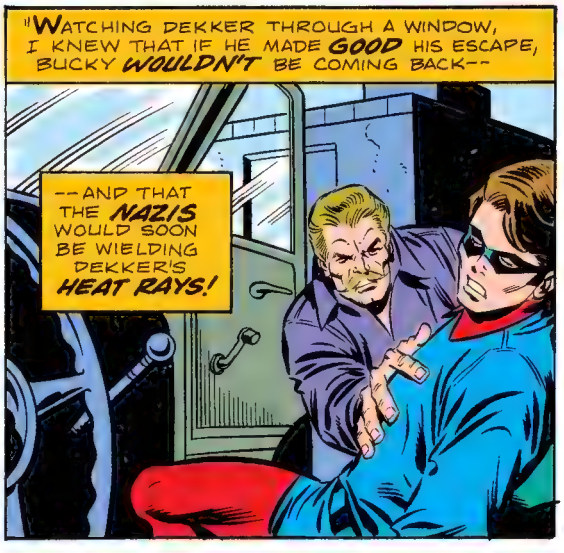

GREAT ACTION! BRILLIANT CHOREOGRAPHY! ALL RIGHT, NOW--CUE THE HEAT RAY... AND ADRIAN, SCREAM LOUD! LOUD!!
ZZMMM!
EEEAAAAA!!

THESE STUNTMEN ARE TERRIFIC! AS SOON AS I SWING, TIM GOES FLYING BACKWARDS--
WHUMF!
--RIGHT INTO THAT BREAK-AWAY TABLE...
...AND WITHOUT HIS FEELING A THING!
"BUT SOMEONE IN THIS SCENE DEFINITELY WAS FEELING SOMETHING...
OMIGOSH! THAT "FAKE" RAY! IT'S BURNING THE TABLE FOR REAL!
AND IT'S HOT!!
SOMEBODY SHUT THIS THING OFF-- BEFORE IT BURNS MEEEEE!!
LOOKS LIKE THE LONG WAIT IS OVER!
BUCKY... MY SHIELD!!
GOOD THING CAP HAD ME WAITING "OFF-SCREEN" WITH THIS!
YOU'VE GOT IT, CAP! CATCH!
SHE'LL BE INCINERATED BEFORE ANYONE CAN FREE HER...OR SHUT THAT RAY OFF!
SO I'LL HAVE TO BUY SOME TIME... AND HOPE MY SHIELD CAN WITHSTAND THE HEAT!!
OH, MY GOD!! EEEAAAAA!!
ALL RIGHT, PARTNER! DO WHAT YOU CAN TO DISCONNECT THAT THING!
GOOD WORK, LAD! BUT I NEVER EVEN SUSPECTED THE RAY GUN...
NEVER THOUGHT THE SABOTEUR WOULD HAVE A WEAPON SO ADVANCED!
AND THERE'S ONLY ONE MAN WHO HAD PRIOR ACCESS TO THAT PROP...

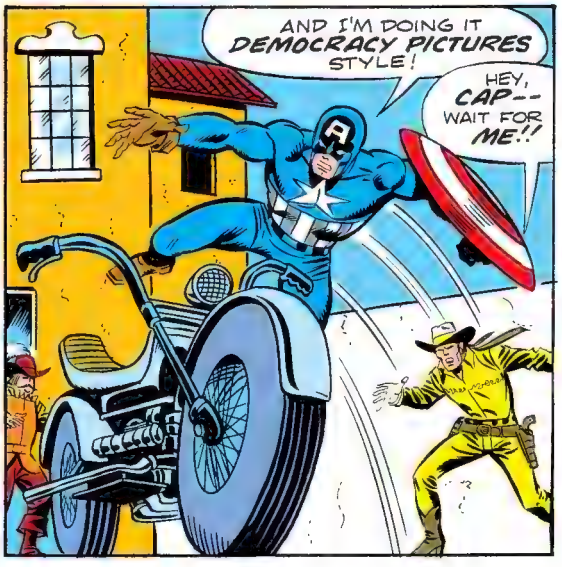

SO, MY CHARADE AS A SPECIAL EFFECTS ARTIST IS ENDED.
PRECISELY, MY FRIEND! AND ONLY ONE GERMAN SCIENTIST WITH THE BRAINS TO HAVE INVENTED IT!
WHAT? DEKKER!
AND IF YOU WANT TO SEE THIS YOUNGSTER ALIVE AGAIN--

--YOU'LL LET THE TWO OF US QUIETLY SLIP AWAY ...TO WHERE I'VE PREPARED MY ESCAPE!
DON'T LET HIM BLUFF YOU, CAP!
SORRY, BUCKY! BUT I DON'T THINK HE'S THE BLUFFING TYPE!


"FOR THE MOMENT, WE WERE POWERLESS TO STOP DEKKER FROM LEAVING THE BUILDING...
UHHNNN...
WHAK!
I'LL BE NEEDING YOU AS A HOSTAGE...
BUT HOSTAGES ARE EASIER TO HANDLE WHEN UNCONSCIOUS!

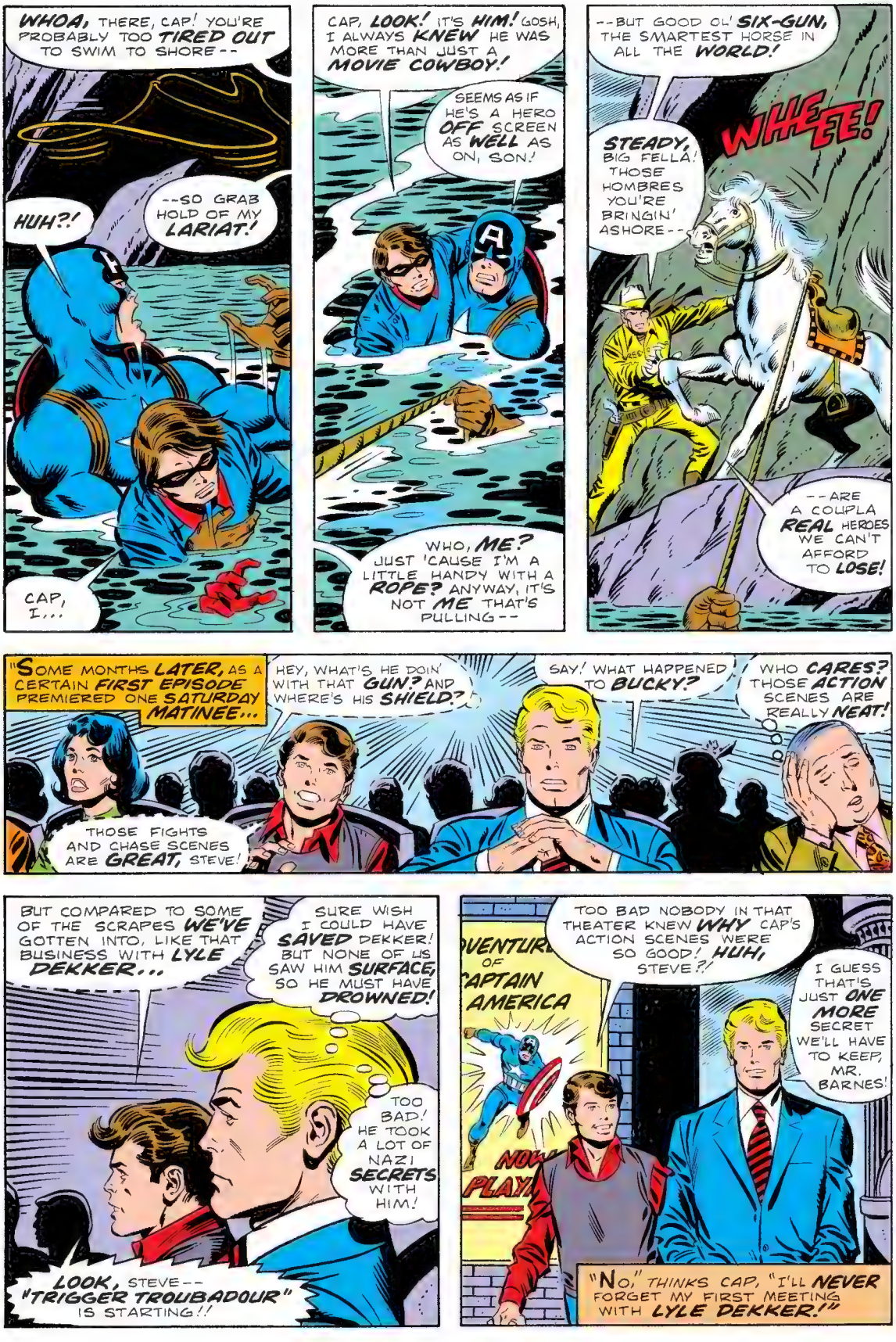

"WATCHING DEKKER THROUGH A WINDOW, I KNEW THAT IF HE MADE GOOD HIS ESCAPE, BUCKY WOULDN'T BE COMING BACK--
--AND THAT THE NAZIS WOULD SOON BE WIELDING DEKKER'S HEAT RAYS!

THERE GOES THAT VARMINT, CAP! HE'S GOT YOUR YOUNG SIDEKICK WITH HIM!
YOU GOIN' AFTER HIM, HOMBRE?
YOU CAN BET ON IT, COWBOY!


AND I'M DOING IT DEMOCRACY PICTURES STYLE!
HEY, CAP-- WAIT FOR ME!!

AT LEAST OUT HERE, BUCKY'S GOT HALF A CHANCE--
--BECAUSE I'M BETTING DEKKER'S MAIN CONCERN IS KEEPING HIS TRUCK ON THESE WINDING ROADS!
THAT FIGURE IN THE REAR VIEW MIRROR! MEIN GOTT--
--IT'S CAPTAIN AMERICA!!
HE'S FIRING AT ME! BUT HE'S DRIVING SO ERRATICALLY, IT'S HARD FOR HIM TO TAKE GOOD AIM!
I JUST HOPE I CAN KEEP DODGING THOSE BULLETS--
BLANG!
--AND THAT THIS CYCLE'S FAST ENOUGH TO...
"IT WAS...
I'VE GOT TO TAKE HIM FAST, BEFORE HE USES THAT GUN ON BUCKY!
I... I DON'T BELIEVE IT!
YOU CRAZY AMERICAN FOOL! LET GO OF MY ARM!
BANG!
NOT 'TIL YOU'VE LET GO OF THAT LUGER, DEKKER!
I'LL LET GO OF NOTHING! I TOLD THE RED SKULL I'D KILL YOU, CAPTAIN AMERICA!
AND SO I SHALL!... EVEN IF I HAVE TO DO IT WITHOUT MY WEAPON!
THE CRAZED FOOL-- IN TRYING TO PUSH ME OFF, HE'S LET GO OF THE WHEEL--
--AND THE TRUCK'S OUT OF CONTROL!!!
KRAK!

"LUCKILY, I WAS ABLE TO TEAR MYSELF FREE OF DEKKER'S GRASP--
SPLASH!!
"--JUST IN THE NICK OF TIME!
"BUCKY, UNFORTUNATELY, WASN'T SO LUCKY...
HE'S TRAPPED INSIDE THAT TRUCK--
--AND STILL UNCON-SCIOUS!!
HE'LL DROWN UNLESS...
THERE! AT LEAST I'VE PULLED BUCKY FREE!
BUT WITH HIM OUT COLD, HE WON'T BE ABLE TO HOLD HIS BREATH!
WISH I COULD SAVE BUCKY AND DEKKER ON THIS TRIP--
--BUT I NEED ONE HAND FREE TO SURFACE AS FAST AS POSSIBLE!
BUT THAT WON'T BE EASY! LUNGS FEEL LIKE THEY'RE READY TO EXPLODE...
GOT TO HOLD OUT... A FEW MORE SECONDS--


WHOA, THERE, CAP! YOU'RE PROBABLY TOO TIRED OUT TO SWIM TO SHORE--
HUH?!
--SO GRAB HOLD OF MY LARIAT!
CAP, I...
CAP, LOOK! IT'S HIM! GOSH, I ALWAYS KNEW HE WAS MORE THAN JUST A MOVIE COWBOY!
SEEMS AS IF HE'S A HERO OFF SCREEN AS WELL AS ON, SON!
WHO, ME? JUST 'CAUSE I'M A LITTLE HANDY WITH A ROPE? ANYWAY, IT'S NOT ME THAT'S PULLING--
--BUT GOOD OL' SIX-GUN, THE SMARTEST HORSE IN ALL THE WORLD!
WHEE EE!
STEADY, BIG FELLA! THOSE HOMBRES YOU'RE BRINGIN' ASHORE--
--ARE A COUPLA REAL HEROES WE CAN'T AFFORD TO LOSE!
"SOME MONTHS LATER, AS A CERTAIN FIRST EPISODE PREMIERED ONE SATURDAY MATINEE...
HEY, WHAT'S HE DOIN' WITH THAT GUN? AND WHERE'S HIS SHIELD?
SAY! WHAT HAPPENED TO BUCKY?
WHO CARES? THOSE ACTION SCENES ARE REALLY NEAT!
THOSE FIGHTS AND CHASE SCENES ARE GREAT, STEVE!
BUT COMPARED TO SOME OF THE SCRAPES WE'VE GOTTEN INTO, LIKE THAT BUSINESS WITH LYLE DEKKER...
SURE WISH I COULD HAVE SAVED DEKKER! BUT NONE OF US SAW HIM SURFACE, SO HE MUST HAVE DROWNED!
TOO BAD! HE TOOK A LOT OF NAZI SECRETS WITH HIM!
LOOK, STEVE-- "TRIGGER TROUBADOUR" IS STARTING!!
OF CAPTAIN AMERICA
TOO BAD NOBODY IN THAT THEATER KNEW WHY CAP'S ACTION SCENES WERE SO GOOD! HUH, STEVE?!
I GUESS THAT'S JUST ONE MORE SECRET WE'LL HAVE TO KEEP, MR. BARNES!
"NO," THINKS CAP, "I'LL NEVER FORGET MY FIRST MEETING WITH LYLE DEKKER!"

...AND NOW IF YOU'VE FINISHED YOUR DAY-DREAMING, YOU'LL REALIZE THAT THE MAN YOU'D PRESUMED TO HAVE DROWNED--
--HAS BEEN WAITING... PLANNING ALL THESE YEARS FOR CAPTAIN AMERICA TO COME HOME!
YOU'RE STILL TALKING IN RIDDLES, DEKKER! YOU SAY I'VE BEEN HERE BEFORE!
THEN WHY DON'T I REMEMBER?!
OH, YOU'LL REMEMBER ALL RIGHT, OLD FRIEND, --WHILE ACTING AS THE NECESSARY GUINEA PIG--
--IN THE EXPERIMENT I'VE BEEN PREPARING FOR OVER THREE DECADES!!!
GUESS AGAIN, DEKKER!
YOU'RE MORE INSANE THAN IN '44--
--IF YOU THINK I'LL JUST LET YOU--
YOU WERE SAYING, MY DEAR CAPTAIN...?
BRA-
ZAK!
BECAUSE OF YOU, I HAVE SUFFERED SUCH AS NO ONE ELSE HAS SUFFERED, CAPTAIN AMERICA!
--THE AMERIDROID SHALL LIVE!!!
BUT THE ELECTRICITY-SHOCKED CAPTAIN AMERICA HEARS NOTHING--
AND BECAUSE OF YOU, I HAVE LIVED IN VOLUNTARY EXILE... A VERITABLE SLAVE TO MY OWN INVENTIVE GENIUS!
BUT NOW, ALL THOSE YEARS OF ISOLATION SHALL BE REWARDED! FOR IN BUT MINUTES FROM NOW--
--NOT EVEN THE SOUND OF HIS OWN BODY AS IT CRUMPLES TO THE METALLIC FLOOR.

NEXT ISSUE "THE AMERIDROID STALKS THE STREETS"

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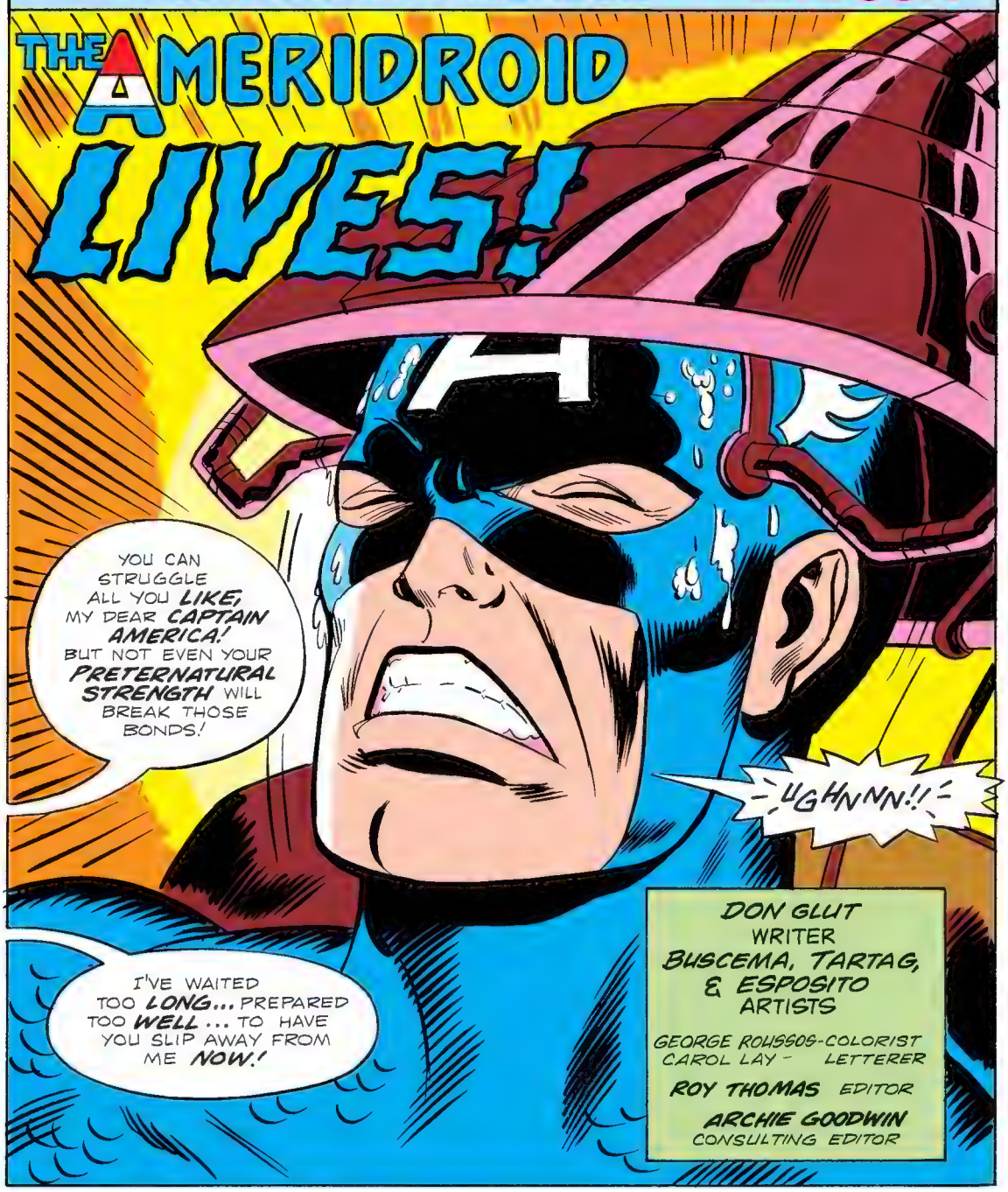
CAPTAIN AMERICA®
AND
THE FALCON™
©1978 MARVEL COMICS GROUP
YOU'RE GOOD, CAPTAIN AMERICA-- A HUMAN FIGHTING-MACHINE!
BUT YOU MET YOUR DEATH THE DAY YOU TACKLED THE COLOSSAL AMERIDROID!
STAR-SPANGLED ACTION... AS CAP BATTLES FOR HIS VERY LIFE!

1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation*... to awaken in the *mid-1960's*, a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

THE AMERIDROID LIVES!

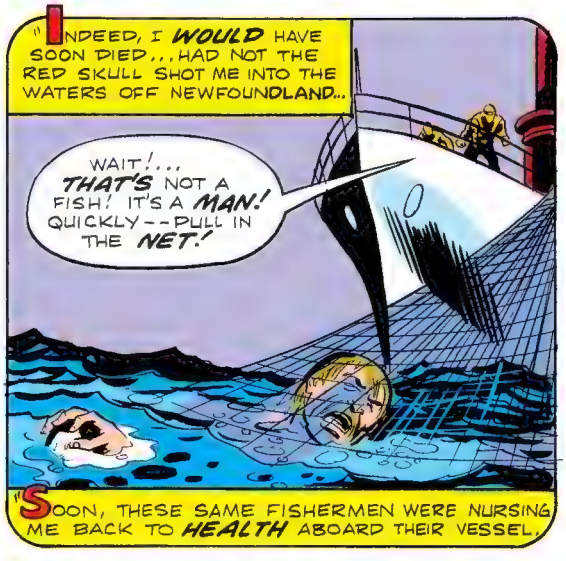

YOU CAN STRUGGLE ALL YOU LIKE, MY DEAR CAPTAIN AMERICA! BUT NOT EVEN YOUR PRETERNATURAL STRENGTH WILL BREAK THOSE BONDS!
-UGHNNN!!-
I'VE WAITED TOO LONG... PREPARED TOO WELL... TO HAVE YOU SLIP AWAY FROM ME NOW!
DON GLUT WRITER
BUSCEMA, TARTAG, & ESPOSITO ARTISTS
GEORGE ROUSSOS-COLORIST
CAROL LAY - LETTERER
ROY THOMAS EDITOR
ARCHIE GOODWIN CONSULTING EDITOR

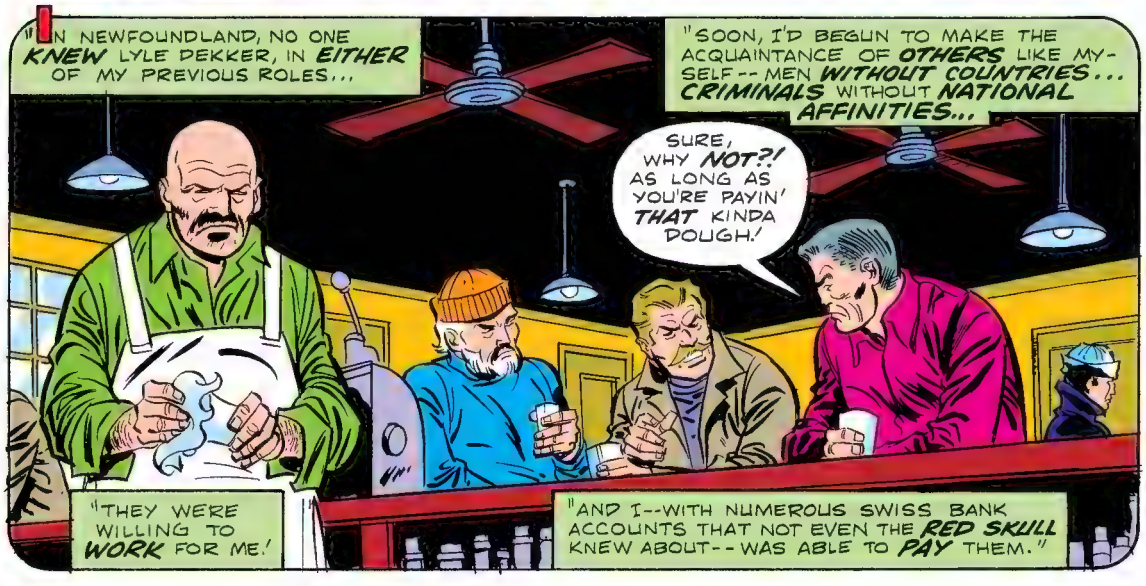
ALL RIGHT, DEKKER! YOU'VE MADE YOUR POINT! BUT I'M NOT FINISHED YET!
SOMEHOW I'LL --UGHHH!-- FIND SOME WAY TO FREE MYSELF BEFORE YOU CAN BEGIN YOUR EXPERIMENT!*
A NOBLE BOAST, MY FRIEND-- BUT UNREALISTIC!
I'M AFRAID YOU'LL DO NOTHING, UNTIL WE'RE READY TO BEGIN--
--NOTHING BUT LISTEN!
* SEE LAST ISSUE --ROY.
YES, LISTEN, "MEIN KAPITAN AMERIKANER" --WHILE I TELL YOU WHY A MAN WOULD WAIT AN AGONIZING THIRTY YEARS--
--DEVOTING ONE'S ENTIRE LIFE TO A MOST ELABORATE MOMENT OF REVENGE!
I WONDER HOW YOUR MOTIVES STACK UP AGAINST THOSE OF OTHER LUNATICS I'VE HEARD!
YOU SHALL LEARN JUST HOW "MAD" I AM, OLD ENEMY --AND ALSO HOW JUSTIFIED I AM--
--AS I TELL YOU WHAT HAPPENED--
--AFTER THE SUPPOSED DEATH OF MOTION PICTURE SPECIAL EFFECTS WIZARD LYLE DEKKER...*
* AGAIN, LAST ISSUE-- R.T.
"NATURALLY, SINCE I DID NOT SURFACE AFTER MY PLUNGE INTO THE OCEAN, YOU'D ASSUMED THAT I HAD DROWNED...
"BUT ACTUALLY, I'D MADE PLANS TO ENSURE MY ESCAPE.
YET, I HAD NOT KNOWN THAT THE SUBMARINE'S COMMANDER WAS MY MASTER... THE RED SKULL!
I DO NOT TOLERATE FAILURE, HERR DEKKER--
SWAK!
--NOT EVEN FROM ONE OF THE FÜHRER'S GREATEST SCIENTISTS!

YOU WERE TO SABOTAGE THE "CAPTAIN AMERICA" FILM SERIAL... WHICH SERVED NOT ONLY TO SPREAD ALLIED PROPAGANDA--
--BUT ALSO TO GLORIFY MY MOST HATED ENEMY!
YOU SHOULD NOT HAVE FAILED, HERR DEKKER!
N-NO! ARRRGHH!!
"HAVE YOU EVER BEEN TORTURED, CAPTAIN AMERICA?

"IN THE ART OF INFLICTING PAIN, BOTH PHYSICAL AND MENTAL, THE RED SKULL'S LACKIES WERE MASTERS...
HE CANNOT LIVE MUCH LONGER, HERR SKULL!
THEN, BEFORE HE FURTHER CONTAMINATES THE AIR IN THIS U-BOAT--

--DISPOSE OF HIM!
VOOOSH!
"BARELY ALIVE, I WAS ONLY VAGUELY AWARE OF MY EJECTION THROUGH THE TORPEDO TUBE.


"INDEED, I WOULD HAVE SOON DIED... HAD NOT THE RED SKULL SHOT ME INTO THE WATERS OFF NEWFOUNDLAND...
WAIT!... THAT'S NOT A FISH! IT'S A MAN! QUICKLY--PULL IN THE NET!
"SOON, THESE SAME FISHERMEN WERE NURSING ME BACK TO HEALTH ABOARD THEIR VESSEL.


"IN NEWFOUNDLAND, NO ONE KNEW LYLE DEKKER, IN EITHER OF MY PREVIOUS ROLES...
"SOON, I'D BEGUN TO MAKE THE ACQUAINTANCE OF OTHERS LIKE MYSELF--MEN WITHOUT COUNTRIES... CRIMINALS WITHOUT NATIONAL AFFINITIES...
SURE, WHY NOT?! AS LONG AS YOU'RE PAYIN' THAT KINDA DOUGH!
"THEY WERE WILLING TO WORK FOR ME!
"AND I--WITH NUMEROUS SWISS BANK ACCOUNTS THAT NOT EVEN THE RED SKULL KNEW ABOUT--WAS ABLE TO PAY THEM."

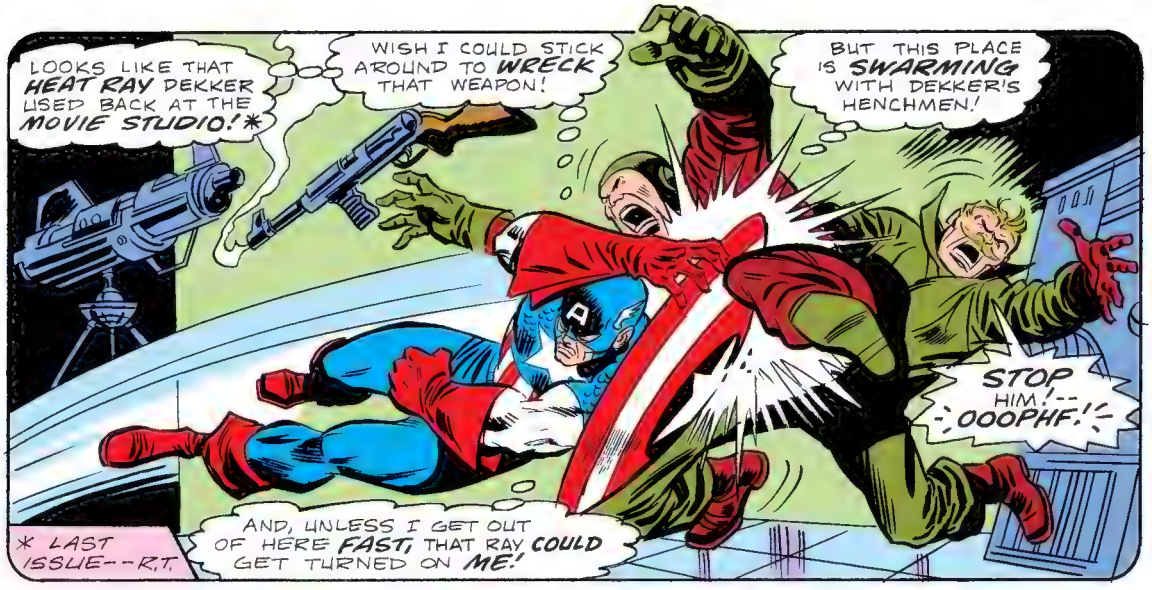
SO YOU WERE ABLE TO FINANCE YOUR LITTLE PRIVATE ARMY, "GENERAL" DEKKER--
--AND TO BUILD THIS SECRET LABORATORY OF YOURS HERE IN NEWFOUNDLAND!
BUT YOU STILL HAVEN'T SAID HOW THIS CONCERNS ME--
--OR WHAT THIS "AMERIDROID" EXPERIMENT IS ALL ABOUT!
BECAUSE OF YOU, I SUFFERED IN BOTH BODY AND MIND!
BECAUSE OF YOU, I BECAME AN OUTCAST OF TWO COUNTRIES ...AND TO THE CAUSE I'D DEVOTED MY LIFE TO SERVE!
I SWORE REVENGE AGAINST YOU, BACK IN 1944--
--AND, A YEAR LATER, I ALMOST TASTED IT!
AND, SINCE YOU'VE BLOTTED OUT THE MEMORY OF THAT ENCOUNTER FROM YOUR MIND--
--ALLOW ME TO JOLT IT BACK TO YOU!
KRA-KA-LIK...
WITH DEKKER'S KNIFING OF THE SWITCH, CAP'S BRAIN IS SUDDENLY AFIRE AND...
TH-THE PAIN... CAN BARELY STAND IT... B-BUT...I'M BEGINNING TO SEE...
"YES, CAPTAIN AMERICA...IF THAT SHOCK ACCOMPLISHES THE DESIRED RESULT, YOU SHOULD NOW RECALL WITH EASE--
"--A DAY ALMOST AT THE END OF WORLD WAR II, IN ENGLAND...
"MY SPIES REPORTED HOW TWO KHAKI-CLAD AMERICANS BOLDLY CHARGED THE MASKED NAZI BARON ZEMO AND HIS SOLDIERS...
BLAM!
"OBVIOUSLY, THE TWO AMERICANS WERE TRYING TO PREVENT THE BARON'S LAUNCH OF AN EXPERIMENTAL DRONE PLANE...
"BUT THEIR MOTORCYCLE WAS NOT FAST ENOUGH.

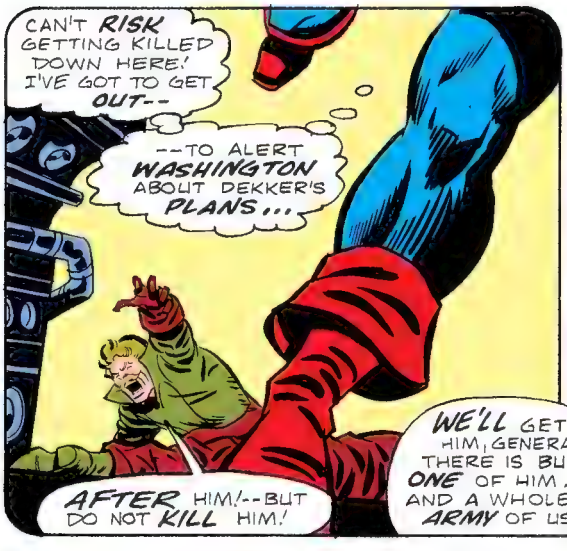
THE YOUNGER OF THE PAIR WAS FIRST TO LEAP...
"BUT THE ADULT, THOUGH HIS LEAP WAS INDEED FANTASTIC TO BEHOLD--
"-- WAS OBVIOUSLY NOT FAST ENOUGH!
"MY SPIES REPORTED THAT, WHILE THE YOUTH TRIED VAINLY TO DEACTIVATE THE FLYING BOMB--
"-- HIS PARTNER WAS UNABLE TO GET A GRIP ON THE SPEEDING CRAFT!
"AS THE ELDER DROPPED HELPLESSLY AWAY FROM HIS COURAGEOUS YOUNG COMRADE--
"--IT HAPPENED!!
KER-BLOW!
"OF COURSE, AT THE TIME--
"--MY MEN DID NOT KNOW JUST WHO PLUNGED INTO THE WATERS OF THE ENGLISH CHANNEL. BUT ONE THING WAS CERTAIN...
"THAT ANYONE CAPABLE OF SUCH A LEAP WAS MORE THAN AN AVERAGE HUMAN BEING!*
* EVENTS RETOLD FROM AVENGERS #4 --R.T.

AH, BUT WHAT AN UNDERSTATEMENT...
"...FOR IT WAS A CELEBRITY THEY FOUND, A MAN WHO MIGHT HAVE ALREADY BEEN DROWNED--
--IF NOT FOR THE SUPER-SOLDIER SERUM COURSING THROUGH HIS VEINS!
WELL KNOWING MY ATTITUDE TOWARD YOU, THEY IMMEDIATELY BROUGHT YOU INSIDE MY U-BOAT...
GREETINGS, OLD FRIEND! OR, AS YOU AMERICANS WOULD SAY, "LONG TIME NO SEE"!
DEKKER! SO YOU DIDN'T DROWN AFTER ALL!
OBVIOUSLY NOT--THOUGH IT'S GENERAL DEKKER NOW!
SO THAT IS THE TRUE FACE OF CAPTAIN AMERICA! BUT SINCE I DON'T RECOGNIZE IT--
--WHY DON'T YOU PUT ON YOUR FAMOUS MASK?
FINE BY ME! I FEEL BETTER WHEN I'M COMPLETELY IN UNIFORM!
YES, THAT IS "SEHR GUT"! NOW YOU ARE THE IMAGE I REMEMBER!
YOU'VE COME UP IN THE WORLD, "HERR GENERAL"! YOU USED TO HAVE ONLY TOY SUBMARINES TO PLAY WITH!
I NOW HAVE MUCH MORE, OLD FOE--AS YOU SHALL SOON SEE WHEN THIS U-BOAT REACHES ITS DESTINATION!
SET A COURSE FOR HOME BASE, MEN!
"DO YOU RECALL, NOW, CAPTAIN AMERICA..., HOW THE U-BOAT SPED WEST THROUGH ATLANTIC WATERS...
"...SECRETLY DOCKING OFF A PIER IN NEWFOUNDLAND?
QUICKLY, MONSIEUR! AND, BEFORE YOU TRY ANYTHING FANCY--
--REMEMBER YOU ARE NOT BULLET-PROOF!

YOU WERE FORCED ALONG MY SERIES OF PASSAGEWAYS WHICH I'D HAD BUILT BENEATH THE PIER, AND...
WHAT DO YOU THINK, CAPTAIN AMERICA?
IS IT NOT MORE IMPRESSIVE THAN MY SPECIAL EFFECTS LAB AT THE FILM STUDIO?
IT'S LIKE SOMETHING OUT OF "FLASH GORDON"! WHAT'S IT FOR, DEKKER--
HARDLY, CAPTAIN! HITLER AND HIS THIRD REICH NO LONGER CONCERN ME!
--MORE OF HITLER'S SADISTIC EXPERIMENTS?!
WHAT YOU SEE HERE WAS FINANCED BY MY OWN FUNDS... FOR MY OWN REASONS!
BEHOLD, MY FRIEND, THAT WHICH I'D BEEN DEVELOPING EVEN BEFORE I PLACED MY GENIUS IN THE SERVICE OF THE FÜHRER!
ONCE IT'S PERFECTED AND PRODUCED IN SUFFICIENT QUANTITY--
THESE CANISTERS CONTAIN A NEW KIND OF NERVE GAS! AND ONLY I KNOW THE FORMULA!
--PERHAPS I SHALL USE IT TO CONTROL AN ENTIRE COUNTRY!
THEN THIS NERVE GAS IS STILL IN THE EXPERIMENTAL STAGES! WITH LUCK, MAYBE IT'LL STAY THERE!
AND WHAT ABOUT THAT CONTRAPTION, DEKKER? I DOUBT VERY MUCH THAT IT'S FOR GIVING BOWL HAIRCUTS!
YOU SEE HERE THE REASON I HAVE NOT BEEN DEVOTING ALL OF MY EFFORTS TO MY NERVE GAS.
TRULY, THIS DEVICE REPRESENTS THE CROWNING ACHIEVEMENT OF MY GENIUS!
I'M LISTENING!

GLADLY, CAPTAIN AMERICA!
I AM A MAN WITHOUT A COUNTRY-- WHO DESPISES, AND IS DESPISED BY, BOTH ALLIED AND AXIS POWERS! WITH THIS DEVICE--
--I SHALL TRANSFER YOUR POWER INTO MY BODY...
--MAKING THE ONLY TRUE SUPER-SOLDIER IN THIS WORLD GENERAL LYLE DEKKER!
CONSIDER, CAPTAIN AMERICA, THE FINAL BLOODY DAYS OF THIS BLOODY WAR...
...A WORLD IN WHICH TWO POWERS HAVE TOTALLY OBLITERATED EACH OTHER!
GOOD LORD!!
I WILL BE THERE, POSSESSING THE POWERS OF CAPTAIN AMERICA--
--TO RULE WHAT REMAINS OF HUMANITY... TURNED INTO HELPLESS ZOMBIES BY MY NERVE GAS!
BUT, YOU TOOK ADVANTAGE OF MY ENTHUSIASM...
...FOR, AS MY MEN LISTENED TO ME...
YOU FOOLS!! HE'S CAUGHT YOU OFF GUARD!!
WHICH IS THE BEST CHANCE I'LL GET TO FIGHT MY WAY OUT OF HERE!
DO NOT WORRY, GENERAL!
I WILL STOP HIM WITH HIS OWN SHIELD!!
BLAF!
AH, YES! MY SHIELD! THANKS FOR REMINDING ME ABOUT THAT!
UGHNNNN!!
KLUD!
NOW, IF YOU DON'T MIND, I THINK I'D LIKE IT BACK!!
BECAUSE, WITHOUT MY SHIELD, ONE OF YOU TRIGGER-HAPPY CLOWNS MIGHT HIT ME!
RAT-A-TAT!!
IT'S NOT POSSIBLE! THE GUY MOVES FASTER THAN I CAN SHOOT!!


LOOKS LIKE THAT HEAT RAY DEKKER USED BACK AT THE MOVIE STUDIO!*
WISH I COULD STICK AROUND TO WRECK THAT WEAPON!
BUT THIS PLACE IS SWARMING WITH DEKKER'S HENCHMEN!
STOP HIM!-- OOOPHF!
AND, UNLESS I GET OUT OF HERE FAST, THAT RAY COULD GET TURNED ON ME!
* LAST ISSUE--R.T.


CAN'T RISK GETTING KILLED DOWN HERE! I'VE GOT TO GET OUT--
--TO ALERT WASHINGTON ABOUT DEKKER'S PLANS...
AFTER HIM!--BUT DO NOT KILL HIM!
WE'LL GET HIM, GENERAL! THERE IS BUT ONE OF HIM... AND A WHOLE ARMY OF US!

WHICH IS WHY I'D BEST KEEP OUT OF THEIR WAY! I CAN'T LET ANYTHING PREVENT MY ESCAPE!
NOW, IF I CAN ONLY KEEP PRESSING AGAINST THESE WALLS A BIT LONGER...

SUCCESS! SO FAR--
--BUT THERE'S STILL A LONG WAY TO GO BEFORE I CAN GET OUT OF DEKKER'S PRIVATE FORTRESS!
AND I'D BETTER FACE IT!
--THESE RED-WHITE-AND-BLUES OF MINE AREN'T EXACTLY INCONSPICUOUS!
BUT MAYBE I CAN WHIP UP AN INSTANT DISGUISE!

THANKS TO THOSE "SOLDIERS," MAYBE I CAN SLIP AWAY UNNOTICED!
MIGHTY CONSIDERATE OF THEM TO STUFF MY STEVE ROGERS ARMY KHAKIS IN THE WELL OF MY SHIELD!
I'LL HAVE TO GET INTO THEM DOUBLE-TIME!

AND, BUT MINUTES LATER...
WELL, I MADE IT OUTSIDE OKAY!
NOBODY WAS LOOKING FOR A GUY IN ARMY DRAB!
NOW TO MAKE FOR THAT PLANE--
--BEFORE DEKKER'S CUT-THROATS OPEN THEIR EYES A LITTLE MORE!
THE PLANE'S LOADED WITH DEKKER'S NERVE GAS CANISTERS! PERFECT!
I'M SURE THE SCIENTISTS BACK HOME'LL HAVE A FIELD DAY ANALYZING THE STUFF--
--IF, THAT IS, I MAKE IT THAT FAR--
--WITHOUT TOO MUCH TROUBLE!
YOU FOOLS!! HE'S REACHED THE PLANE!!
OUR ONLY WAY TO STOP HIM NOW IS WITH THE HEAT RAY!!
CAREFUL, NOW! WE DON'T WANT TO KILL CAPTAIN AMERICA!
AIM FOR THE WING! CRIPPLE THE PLANE SO HE'LL HAVE TO MAKE A FORCED LANDING IN THE WATER!
I'M TRYIN', GENERAL! BUT IT AIN'T EASY AT THIS RANGE!
ZAMMM!
NO!! A HAIRLINE HIGHER, YOU IDIOT!
MMMM-
KA-BLAM!
THAT BLAST!... HIT THE CANISTERS!... I'M STARTING TO... TO BLACK OUT!
BUT... MUST TRY... TO KEEP THIS PLANE FLYING... AWAY FROM DEKKER'S HQ...
GO AS FAR AS I CAN BEFORE IT HITS...
OF COURSE WE FINALLY SEARCHED WHERE THE PLANE HAD GONE DOWN..."

BUT ALL THAT WE FOUND WAS THE WRECKAGE! I GAMBLED ON THE THEORY THAT YOU DID NOT DIE IN THAT EXPLOSION--
--THAT THE NERVE GAS, ACTING WITH YOUR OWN SUPER-SOLDIER SERUM, HAD SOMEHOW PRESERVED YOU!
APPARENTLY, THE GAS' EFFECT WAS TWO-FOLD-- FIRST, PUTTING YOU INTO SUSPENDED ANIMATION...
... AND SECOND, ROBBING YOU OF ANY MEMORY OF WHAT HAD HAPPENED!

ON THE NOTION THAT YOU STILL LIVED, I WAITED FOR YOU, CAPTAIN AMERICA--
-- WAITED FOR THREE LONG AND UNPLEASANT DECADES!
SOMEHOW, I KNEW YOU'D SOMEDAY RETURN!
BUT WHILE I WAITED, I AGED...
... WHILE YOU, FLOATING NORTH IN SUSPENDED ANIMATION, REMAINED UNCHANGED!

SO YOU SEE, CAPTAIN AMERICA, I HAVE GROWN QUITE OLD TO REALIZE MY ORIGINAL DREAM--
--AND THE ALLIES AND AXIS NEVER DID DESTROY EACH OTHER!
BUT IT DOESN'T MATTER NOW, SINCE I'VE BEEN WORKING OUT AN EVEN GREATER DREAM!
TONIGHT, THIS ANDROID WILL RECEIVE YOUR POWER--
--MULTIPLIED IN DIRECT PROPORTION TO THE FIGURE'S SIZE!
WHAT ABOUT YOU, DEKKER? YOU'RE STILL NOT GOING TO GET ANY YOUNGER!

WRONG, OLD FOE! FOR WHILE THE AMERIDROID RECEIVES YOUR SUPER-SOLDIER ENERGY AND ABILITIES--
--IT WILL ALSO RECEIVE MY MIND ... MY PERSONALITY! IN OTHER WORDS--
--I SHALL BECOME THE AMERIDROID!!
I SHALL BE MORE POWERFUL THAN YOU EVER WERE... IN A BODY THAT WILL LIVE FOREVER!!

NO! DEKKER, WAIT--!
I HAVE WAITED SOME THIRTY YEARS, "MEIN KAPITAN"!

"THE TIME FOR WAITING IS OVER!
BZZ-ZMM!
ARRRGGH!!

AND ON THAT DISCORDANT NOTE, WE TURN OUR GAZE SOME 500 MILES SOUTHWARD... TO MEET ANOTHER'S...
NOTHING, MISS VEDA? A MARTINI? SOME HOT CHOCOLATE, PERHAPS?
NO, THANK YOU, JARVIS.
AS YOU WISH-- BUT DON'T HESITATE TO RING IF I MAY BE OF SERVICE.
AS CAPTAIN AMERICA'S GUEST, YOU'VE ALL THE COMFORTS OF AVENGERS' MANSION AT YOUR DISPOSAL.
I UNDERSTAND.
BUT MY CONSCIENCE PREVENTS MY ACCEPTING SUCH FAVORS.
FOR MY LOYALTIES, ALAS, LIE ELSEWHERE--
--WITH KLIGGER-- AND THE ILLEGAL ENTITY KNOWN AS "THE CORPORATION."
KLIK
YOU'RE LATE, VEDA-- SEVERAL MINUTES LATE REPORTING. THE CORPORATION FROWNS UPON TARDINESS--
--ESPECIALLY AT SO CRUCIAL A JUNCTURE IN A MOST ELABORATE OPERATION.
WE'VE PROCURED THE IDEAL AGENT TO TERMINATE OUR TARGET, VEDA. HE'S HERE WITH ME.
NO--YOU ARE NOT OFF THE PROJECT.
REMAIN AT AVENGERS' MANSION AND AWAIT FURTHER INSTRUCTIONS. KLIGGER OUT.

BACK IN NEW-FOUNDLAND, CAP'S SCREAMS CEASE WITH THE FLOW OF CURRENT THRU HIS FORM.
THE AGONY IS ENDED--AND SO IS LYLE DEKKER'S LIFE.
BUT THE MIND OF THE NAZI GENIUS LIVES ON--
--IN A BODY OF CONSID-ERABLY GREAT-ER STATURE --AND POWER!
G-GOOD GOD--THE AMERIDROID--MOVING--BREATHING--!
ALIVE!
INDEED-- AND POSSESSING THE AMPLIFIED STRENGTH AND PERSONAL MAGNETISM OF CAPTAIN AMERICA HIMSELF!
L-LEADER--IS THAT YOU??
DO NOT BE DECEIVED BY MY NEW COLOR SCHEME! I AM DEKKER--
--BUT I AM MORE! I AM THE VANGUARD OF A NEW WORLD ORDER!!
AND TODAY--THE NEW ORDER STRIKES!
NEXT ISSUE: AWESOME IS THE AMERIDROID
STILL TO COME THIS ISSUE--A SPECIAL FALCON FEATURETTE!

Stan Lee PRESENTS: THE HIGH-FLYING FALCON!
HERE, REDWING!
TWEEEET!
I'VE SPENT THE DAY SIGNALING FOR REDDY--AND HE HASN'T RESPONDED TO MY CALL YET!
"STILL LOOKING FOR YOUR BELOVED REDWING, MISTER FALCON?
"DON'T WORRY! YOU'LL BE SEEING HIM AGAIN... REAL SOON!"
...ON A WING AND A PRAYER!
SCOTT EDELMAN AUTHOR / BOB BUDIANSKY ARTIST / AL GORDON INKS / JIM NOVAK LETTERS / A. GOODWIN EDITOR

THE FALCON'S TRILLING CALL ECHOES THROUGH THE CITY'S STREETS--BUT REDWING FAILS TO COME AT HIS MASTER'S COMMAND!
REDWING'S BEEN MISSING ALL DAY! I'VE NEVER KNOWN HIM TO DISAPPEAR LIKE THIS!
I HOPE NOTHING'S--
"--WRONG!"
WHA--! AN ARROW--MISSING ME BY INCHES!
THWAT!
THAT PIGEON WASN'T SO LUCKY!
THERE'S A NOTE ATTACHED!
WHY THE WORTHLESS CRUD!
I've got your bird! Meet me at 12 tonight in Washington Square Park Or Redwing will DIE!
I'LL FREE YOU, REDWING! AND THEN WE'LL TRASH THIS KIDNAPPING NUT TOGETHER!
--AND THE FALCON HAS NOT YET SHOWN! PERHAPS HE HAS SENSED THAT TONIGHT HE IS FATED TO DIE AT MY HANDS!
IF HAWKEYE CAN MAKE HIMSELF A REP WITH ARROWS, SO CAN I! I, MORTIMER FREEBISH, WILL BE RICH ...FAMOUS! AND AT LAST THE GIRLS WILL FALL ALL OVER ME!
LATER:
IT'S ALMOST MIDNIGHT, MY FINE FEATHERED HOSTAGE--
BUT-- WHAT IF THE FALCON NEVER SHOWS?

BLAST IT! I SHOULDA KNOWN BETTER THAN TO THINK--
--ANYONE WOULD RISK HIS LIFE FOR A BIRD!
YOUR TIME IS UP, REDWING!
YOUR MASTER ISN'T COMING! HE LIKES LIVING BETTER!
SO I'LL HAVE TO TAKE CARE OF YOU--
--AND THEN GO AFTER THE REAL FALCON!
THEN I'LL NO LONGER BE MORTIMER FREEBISH! THE WORLD WILL KNOW ME AS ARROW ACE-- OR ARROWSMITH-- OR--HUH?
TAP! TAP!
HOW ABOUT TURKEY, TURKEY?
SOK!
CASE YOU HADN'T NOTICED, I'D BEEN HERE ALL ALONG!
HELLO, REDWING!
COME TO PAPA!
SCRAW!
SCRAW!
KRACKLE!
NO! HE CAN'T WIN! NOT AFTER ALL THESE MONTHS OF PLANNING--
--TO BECOME THE GREATEST SUPER-VILLAIN THIS SIDE OF DOCTOR DOOM!

PREPARE TO DIE, FALCON!
HUH?
YOU SHOULDA LIT OUT OF HERE WHILE YOU COULD STILL WALK, PUNK!
THIS NET STUNT MAY HAVE CAUGHT REDWING ALONE--
--BUT WHEN WE'RE A TEAM--
--YOU JUST DON'T HAVE A CHANCE!
NOW TO GIVE THIS PUNK A TASTE OF HIS OWN MEDICINE!
BUT...
WELL, SO MUCH FOR THAT PLAN OF ATTACK!
YOU KNOW SOMETHING, MISTER --AS AN ARCHER YOU'RE A FLOP!
KA-POK!
I HAVEN'T SEEN YOU HIT YOUR TARGET ONCE YET!
BUT WITH THOSE EXPLOSIVE ARROWS OF HIS-- ONCE IS ALL IT'LL TAKE!
FACE IT, BUDDY BOY--YOU DON'T HAVE THE SKILL OF HAWKEYE, AND YOU JUST AIN'T GOT NO CLASS!
RIGHT, REDWING?
KAWW!

NO CLASS, HUH?
YOU WON'T SAY THAT AFTER YOU'VE HAD A TASTE OF MY OPTI-ARROW!
DON'T KNOW WHAT AN OPTI-ARROW IS--
SSSSS
--BUT IT'S AN EASY HUNCH THAT IT WOULD BE GOOD INSURANCE TO SHIELD MY EYES!
AAARGH! FORGOT TO WEAR MY PROTECTI-LENSES--
BUT THAT WON'T SAVE YOU, FALC-- HEY! WHERE'D YOU GO?
OH. THAT TRICK AGAIN.
YOU DON'T FOOL ME!
IT'S ALL OVER NOW!
WHO?
AW, MAN--
POK!
--YOU'RE MAKIN' THIS TOOOOO EASY!
HUH? WHUZZAT? WHUFFO YOU-- UH-OH!
YOU GUYS CAN HAVE THIS BENCH ALL TO YOURSELVES! HONEST!
HAHAHA!
KAWWW!
-FINIS-

CAPT. AMERICA ™
MARVEL® COMICS GROUP
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02453
CAPTAIN AMERICA®
AND
THE FALCON™
©1978 MARVEL COMICS GROUP
IN THE SEEDS OF HIS PAST, CAP FINDS A PERILOUS PRESENT!
HOUR OF THE HERO!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

STEVE GERBER WRITER	DAVID KRAFT CO-SCENARIST	SAL BUSCEMA & M. ESPOSITO ARTISTS	I. WATANABE - LETTERS G. ROUSSOS - COLORS	ARCHIE GOODWIN EDITOR

CUL-DE-SAC!

IN A SECRET LABORATORY SOMEWHERE IN **NEWFOUNDLAND**, CAPTAIN AMERICA STRAINS AGAINST THE STEEL **CLAMPS** WHICH CONFINE HIS BODY AND THE GRAY TIDE OF **UNCONSCIOUSNESS** WHICH THREATENS TO ENGULF HIS **MIND.**

BESIDE HIM SITS THE CORPSE OF **LYLE DEKKER**, EX-NAZI SCIENTIST AND MOVIE TECHNICIAN WHO **DIED** MOMENTS AGO, CREATING HIS LAST--AND GREATEST--**SPECIAL EFFECT.**

UNFORTUNATELY, THAT FINAL FLOURISH WAS **NOT** SOME BIT OF FILMIC FLUFF. IT **WALKS!** IT **TALKS!** IT LIVES! IT BREATHES! IT EVEN **THINKS**--REMARKABLY LIKE LYLE DEKKER! AND IT **LOOKS** JUST LIKE **CAP..**

...WITH ONE STARTLING DIFFERENCE.
THE AMERIDROID, AS DEKKER CHRISTENED HIS HIGH-RISE PROJECT, IS TWELVE FEET TALL!
BEHOLD-- TODAY--IN THIS TINY VILLAGE--A NEW WORLD ORDER IS BORN!
SCATTER, YOU RABBLE --AND SPREAD THE GOOD NEWS!
USELESS--CLAMPS HELD FASTENED-- BY ELECTROMAGNETIC CHARGE--!
IT'D TAKE THE STRENGTH-- OF THOR-- TO PRY THEM OPEN--!
KLANG
ONLY CHANCE OF ESCAPE--
--IS TO DISRUPT-- THE FLOW OF CURRENT!
KLONG
ATTACK THE POWER-SOURCE ITSELF!!
SKEEEZCH

;UNNPH; FEEL STIFF AS A NEW PAIR OF SHOES!
BUT DEKKER'S MADNESS WON'T WAIT FOR ME TO LIMBER UP! IT'S BACK TO THE FRAY--
--KNOTTED MUSCLES AND ALL!
WHILE, OUTSIDE...
I CLAIM THIS VILLAGE AS MY CAPITAL--
--AND HEREBY DECLARE MARTIAL LAW!
AN IRON HAND HAS CAST ITS SHADOW OVER THE LAND--
--AND THE FORCES OF CHAOS TREMBLE BEFORE THE TYRANNY OF REASON!
MY LORD, DEKKER-- YOU'RE EVEN CRAZIER THAN I FEARED.
DO YOU TRULY SEE YOURSELF AS THE HERALD OF A NEW AGE OF REASON?
WHUKK
NO, CAPTAIN-- NOT THE HERALD--
--THE VERY EMBODIMENT OF THE NEW EPOCH! A GIANT AMONG MEN!

NO ONE'S ARGUING THAT.
THE PROBLEM AREA SEEMS TO BE...
CHUKK
...IN DEFINING THE PRIVILEGES TO WHICH YOUR STATURE ENTITLES YOU.
WOKK
SPOKEN LIKE A TRUE BUREAUCRAT, CAPTAIN!
WHOM
BUT IT'S NOT MY TOWERING HEIGHT WHICH ACCORDS ME SPECIAL CONSIDERATION...!
KRUNCH
RATHER, IT'S THE SWEEP OF MY SOARING VISION--
--AND THE POWER I POSSESS TO MAKE IT REAL!
THE PYGMIES HAVE HAD THEIR DAY AT RULING THE WORLD.
AND THEY'VE SUCCEEDED ONLY AT CREATING AN UNINHABITABLE BEDLAM.

THE DAY HITLER EXPELLED ME FROM GERMANY FOR FAILING TO SABOTAGE THE CAPTAIN AMERICA MOVIE SERIAL*, I GLIMPSED THE TRUE NATURE OF MEN AND POWER AND GOVERNMENTS AND GRAND DESIGNS!
I EXPECTED THE ALLIES AND THE AXIS TO DESTROY ONE ANOTHER UTTERLY --AND THEY DID, DON'T YOU SEE?!
THE ESSENTIAL CHARACTER OF EACH WAS ADULTERATED BEYOND REDEMPTION, LEAVING THE FATHERLAND A GLORIFIED AUTO FACTORY AND AMERICA, AN IMPOTENT, SELF-CONSUMING MONSTROSITY!
POWER DOES NOT CORRUPT--IT DIMINISHES THE MEN WHO WIELD IT--UNLESS THEY CAN TRULY STAND ABOVE THE CROWD!
*AS DETAILED IN CAP #220 & 221. --ARCHIE.

AND THAT, CAPTAIN, REQUIRES THE ULTIMATE SACRIFICE --FOR HUMANITY CAN ONLY RESPECT A POWER LARGER THAN ITSELF.
A FORCE AND A PRESCENCE LARGER-THAN-LIFE-- A FIGURE OF MYTHIC PROPORTION-- CHARISMATIC, YET UNREACHABLE--
--WITHOUT HUMAN FOIBLES, WITHOUT HUMAN NEEDS, WITHOUT HUMAN ASPIRATIONS, WITHOUT--
--OH, MY GOD.
A CLARITY AS CHILLING AS THE MADNESS INVADES THE GIANT'S EYES. QUIVERING, HE RELEASES HIS GRIP ON THE UNCONSCIOUS CAP...
...AND STARES (ONE IS TEMPTED TO SAY "LONGINGLY") DOWN THE LENGTH OF HIS SYNTHETIC BODY.
TH-THIRTY YEARS-- I WAITED-- KNOWING YOU WOULD RETURN TO NEWFOUNDLAND.
--THAT YOUR LIFE-ENERGY WOULD PROVIDE THE SPARK TO BRING THIS ANDROID BODY TO LIFE--
--AND NOW-- NOW--

FIGHTING TO CONTAIN THE PANIC SPREADING OUTWARD FROM THE PIT OF HIS STOMACH, THE AMERIDROID MOTIONS TO THE TALLEST MAN IN THE CROWD.
YOU!! STEP FORWARD!
COME CLOSER, YOU IDIOT! I DON'T INTEND TO HARM YOU!
I WANT YOU TO STAND THERE, THAT'S ALL--
I SIMPLY-- WANT TO USE YOU--AS A YARD-STICK!
Y-YARD-STICK?
--BACK-TO-BACK WITH ME --TO COMPARE HEIGHTS.
SURELY WHEN YOU WERE GROW ING UP, YOU DID THIS WITH THE NEIGHBORHOOD CHILDREN?
Y-YES... BUT...
AND WHEN YOU GLANCED OVER YOUR SHOULDER-- TO SEE HOW MUCH TALLER YOU WERE--
-- DID YOU EVER SEE EMPTY AIR? NO, YOU SAW THE TOPS OF THEIR HEADS, DIDN'T YOU?
Y-YES...THE TOPS OF THEIR HEADS!
AND YOU NEVER FELT LIKE A FREAK BESIDE THEM, DID YOU?!?
GULP! N-NO... JUST TALLER!
"JUST TALLER" ...JUST... TALLER...
HAHAHAHA
WH-WHAT GOT INTO HIM?

THE ANSWER TO THAT QUESTION, IN A WORD, IS SANITY.
OF A SORT, AT ANY RATE.
AFTER THREE DECADES OF BIDING ITS TIME, WAITING PATIENTLY FOR ITS CHANCE AT REVENGE, LYLE DEKKER'S MIND, NOW ENCASED IN THE AMERIDROID, HAS SEEN ITS TERRIBLE ERROR...
...AND THE IMPOSSIBILITY OF RECTIFYING SAME.
ALL THE THINGS OTHER MEN TAKE FOR GRANTED-- ARE NOW DENIED ME!
COMRADESHIP-- THE LOVE OF A WOMAN--MY GOD, EVEN A SEAT AT THE MOVIES!
"LARGER THAN LIFE"! HAH! I'M TOO LARGE FOR LIVING!
I'VE MADE MYSELF A GARGANTUAN JOKE-- AN OVERSIZED CARICATURE OF STRENGTH AND RESOLVE!
I'M THE CHAOS FACTOR! I'M THE ABSURDITY! I'M THE CARTOON!
I HATE MYSELF!!

KROOM
HOW COULD YOU DO THIS TO ME?!? HOW??

DEKKER'S CRUMPLED, BROKEN BODY STRIKES THE LABORATORY FLOOR AMID A RAIN OF JAGGED METAL...
...AND THE SIGHT SERVES ONLY TO FURTHER INFURIATE THE AMERIDROID.

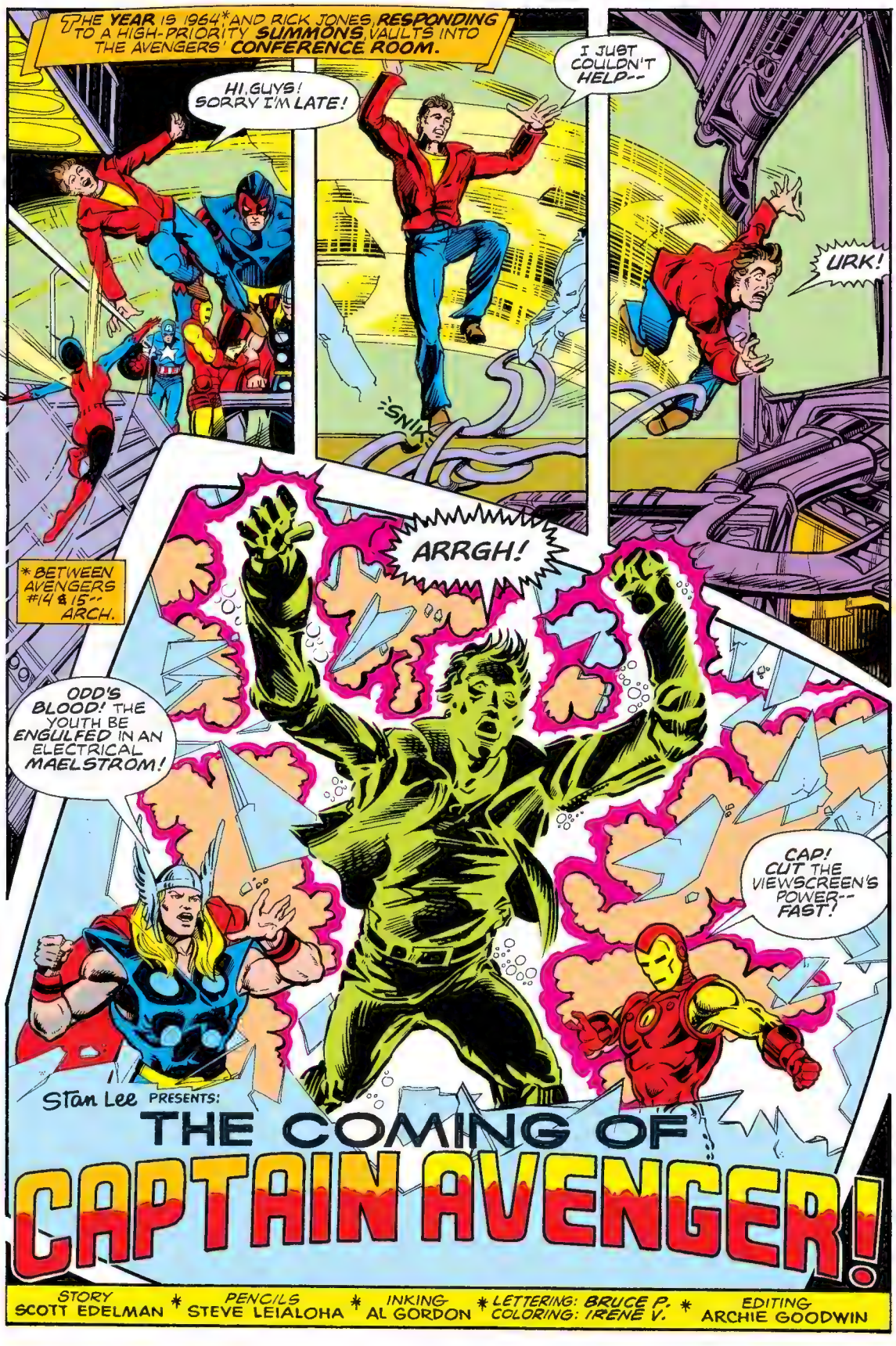
WHAT POSSESSED YOU?! WHAT EGOISTIC QUIRK ALLOWED YOU TO BELIEVE THAT YOU COULD LIVE AMONG MEN IN THIS FORM--
--LET ALONE RULE THEM?!?
YOU FOOL! YOU MAD, STUPID, CRAZED--!

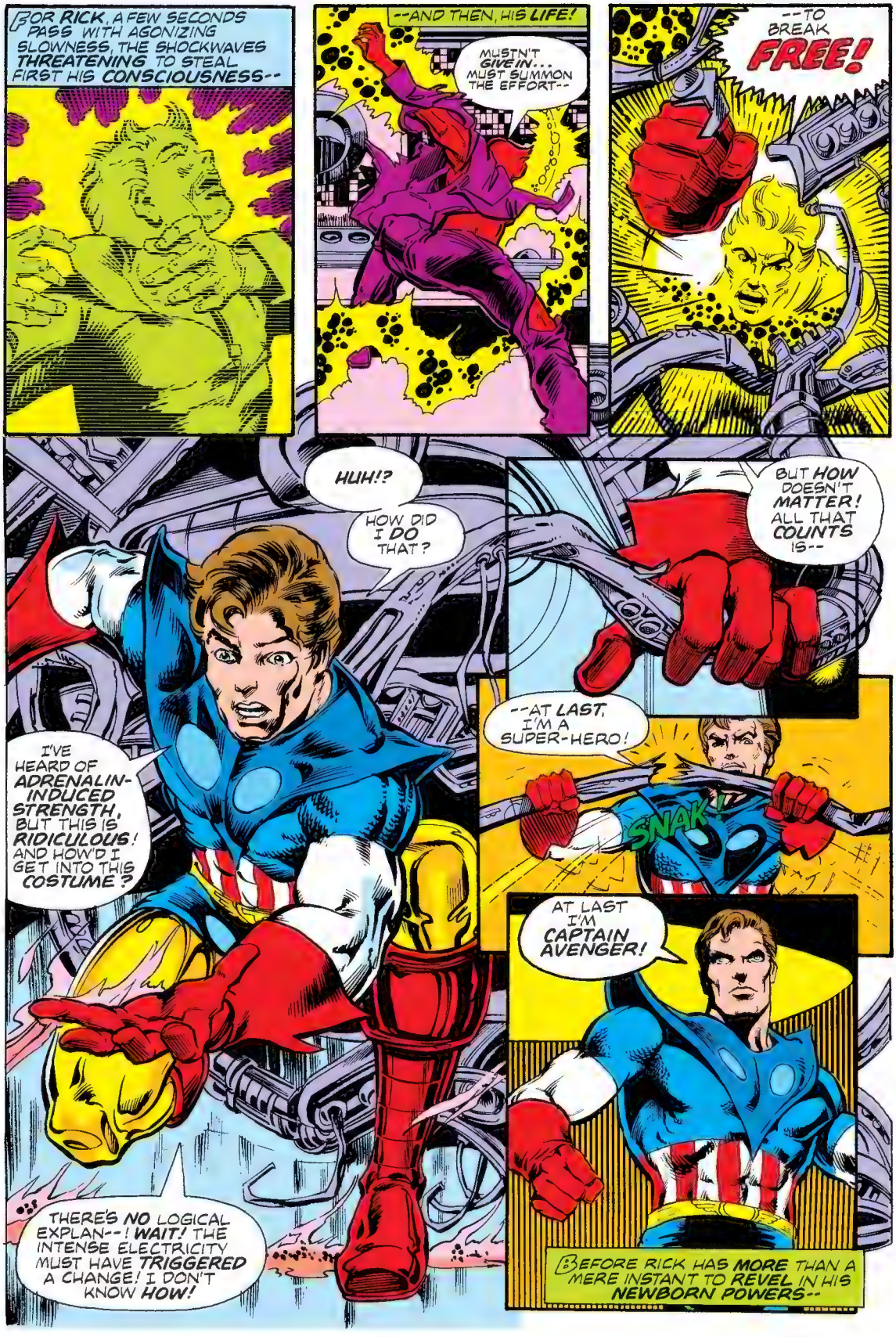
I WANT TO SMASH YOU-- BATTER YOUR DEAD, SHATTERED HUSK BEYOND RECOGNITION!
I CAN'T BEAR-- TO LOOK AT YOU-- AT MYSELF-- LYING THERE--I CAN'T--

I CAN'T!! BECAUSE IT'S FUTILE NOW, ISN'T IT? YOU'RE A SOULLESS, USELESS BIT OF CARRION--
--AND I'M BEYOND ALL HOPE!
AND THAT'S THE BOTTOM LINE. THE AMERI-DROID'S MIGHTY FORM QUAKES, SHUDDERS, THEN HEAVES WITH TUMULTUOUS UNCON-TROLLABLE SOBS...
...AND HYSTERICAL LAUGHTER.
HAHAHA
AT THAT MOMENT...
ON YOUR FEET, DEKKER!
--CAP'S BACK--A LITTLE THE WORSE FOR WEAR, MAYBE--
--BUT WE'VE STILL GOT A SCORE TO SETTLE!
DEKKER!!
DEKKER?
YOU MAY-- ABSENT YOUR-SELF, CAPTAIN. THE BATTLE IS ENDED.
I'VE BEEN DEFEATED-- IN THE BEST VILLAINISTIC TRADITION-- BY MY OWN INSANE AMBITION.
THE UGLY LITTLE MAN WHO THOUGHT MORE WAS BETTER!
I-- I'M TRYING TO SEE-- THE HUMOR IN IT, AVENGER-- I DON'T WANT TO BLOW THE PROBLEM-- OUT OF PROPORTION!
DEKKER, GET A GRIP ON YOURSELF!
P-PLEASE-- NOT THAT-- NOT SYMPATHY!

P-PERMIT ME AT LEAST--TO SAVOR THE GRANDEUR OF THIS TRAVESTY!
PERMISSION GRANTED--BUT NOT IF IT MEANS IGNORING THE ENORMITY OF YOUR VICTORY!
YOU'VE CONQUERED YOUR OBSESSION, DEKKER! YOU'RE A FREE MAN AGAIN!
F-FREE?
YOU'RE NO LONGER A SLAVE TO POWER--OR TO THE DEMENTED DREAMS OF AN AGED, EMBITTERED FLUNKY OF THE THIRD REICH!
YOU'VE GIVEN YOURSELF A CHANCE TO BEGIN ANEW--
--AND PROVIDED YOURSELF WITH A CHALLENGE TO MATCH THE MAGNITUDE OF YOUR INTELLECT!
ARE YOU TOYING WITH MY SENSIBILITIES, CAPTAIN?
AND YOU'VE LEARNED THAT GREATNESS ISN'T MEASURED BY VOLUME!
MY CHOICE OF WORDS MAY HAVE BEEN UNFORTUNATE, DEKKER--BUT MY INTENT WAS SINCERE.
WHERE WILL YOU GO NOW? WHAT WILL YOU DO?
PENNANCE, CAPTAIN--THAT'S WHAT I'LL DO--AND FOR THAT, I REQUIRE SOLITUDE.
I PLAN TO DISAPPEAR FOR A TIME, PERHAPS INTO THE STILL-UNSPOILED WOODS NORTH OF HERE...
...AND SEEK OUT MY SOUL! AND IF I EVER LOCATE THAT NEEDLE IN THIS HAYSTACK, WE MAY ONE DAY MEET AGAIN.
I'M SURE WE WILL. IT'S A SMALL WORLD.

EPILOGUE: NEW YORK CITY, SOME HOURS LATER, A WEARY LIVING LEGEND COMES HOME.
THEY HAVEN'T CHANGED THE LOCKS. EITHER MY LANDLORD IS VERY CHEAP--
--OR THIS APARTMENT'S STILL LEASED TO STEVE ROGERS.
I SUPPOSE SHIELD'S BEEN PAYING THE RENT...
BUT OBVIOUSLY NOT THE ELECTRIC BILL. FURY'S BOYS ARE GETTING CARELESS.
OR MAYBE THE LEASE IS ABOUT TO EXPIRE...
;CLIK;
...JUST AS STEVE ROGERS DID, IN A SENSE, AFTER HIS BRIEF CAREER AS A NEW YORK COP.*
*UNCOUNTED ISSUES AGO.--A.G.
SOMETIMES IT SEEMS LIKE I HAVEN'T BEEN OUT OF COSTUME ;PHEWWGH; SINCE BEFORE THE COW GAVE THIS MILK!
MILK
AND SOMETHING INSIDE ME HAS BEGUN TO CURDLE, TOO.
FUNNY... THE WHOLE EPISODE IN NEWFOUNDLAND ONLY DISTRACTED ME FROM THE PURPOSE OF MY VISIT THERE--
--THE SEARCH FOR THE MAN BENEATH THIS MASK-- FOR THE PERSON I WAS BEFORE CAPTAIN AMERICA EVER EXISTED.
LIKE DEKKER, I'LL JUST HAVE TO BEGIN ANEW--
--TOMORROW--
--WHEN I CAN--KEEP MY EYES--OPEN--AGAIN!
NEXT
THE STRANGEST CAR-CHASE IN COMICS HISTORY! THE MONUMENTAL VILLAINY OF THE MAN CALLED LINCOLN! THE FURTHER SCHEMES OF THE CORPORATION, AND--
STEVE ROGERS' ROOTS!

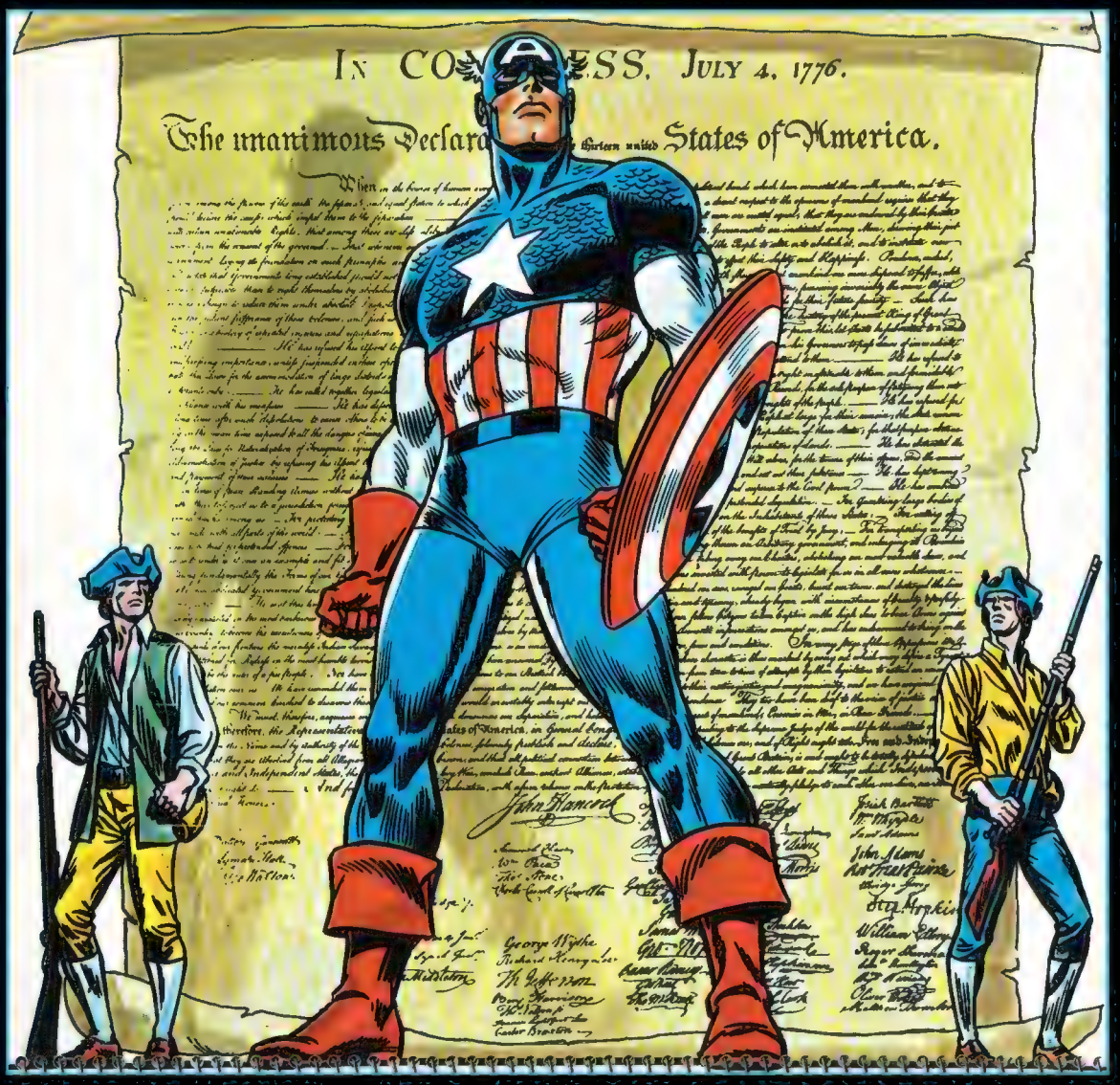

THE YEAR IS 1964* AND RICK JONES, RESPONDING TO A HIGH-PRIORITY SUMMONS, VAULTS INTO THE AVENGERS' CONFERENCE ROOM.
HI, GUYS! SORRY I'M LATE!
I JUST COULDN'T HELP--
SNIK
URK!
* BETWEEN AVENGERS #14 & 15-- ARCH.
ARRGH!
ODD'S BLOOD! THE YOUTH BE ENGULFED IN AN ELECTRICAL MAELSTROM!
CAP! CUT THE VIEWSCREEN'S POWER-- FAST!
Stan Lee PRESENTS:
THE COMING OF
CAPTAIN AVENGER!
STORY SCOTT EDELMAN * PENCILS STEVE LEIALOHA * INKING AL GORDON * LETTERING: BRUCE P. COLORING: IRENE V. * EDITING ARCHIE GOODWIN


FOR RICK, A FEW SECONDS PASS WITH AGONIZING SLOWNESS, THE SHOCKWAVES THREATENING TO STEAL FIRST HIS CONSCIOUSNESS--
--AND THEN, HIS LIFE!
MUSN'T GIVE IN... MUST SUMMON THE EFFORT--
--TO BREAK FREE!
HUH!?
HOW DID I DO THAT?
BUT HOW DOESN'T MATTER! ALL THAT COUNTS IS--
I'VE HEARD OF ADRENALIN-INDUCED STRENGTH, BUT THIS IS RIDICULOUS! AND HOW'D I GET INTO THIS COSTUME?
--AT LAST, I'M A SUPER-HERO!
SNAK
AT LAST I'M CAPTAIN AVENGER!
THERE'S NO LOGICAL EXPLAN--! WAIT! THE INTENSE ELECTRICITY MUST HAVE TRIGGERED A CHANGE! I DON'T KNOW HOW!
BEFORE RICK HAS MORE THAN A MERE INSTANT TO REVEL IN HIS NEWBORN POWERS--

NOW, MY LOATHSOME ADVERSARIES--IT IS TIME THAT YOU FALL!
KA-
BOOOM!
ONCE YOU CEASE TO BAR MY PATH, THE WORLD BELONGS TO BARON ZEMO!
LIGHT--BLINDING ME! CAN'T SEE!
AND WHEN RICK'S VISION FINALLY CLEARS...
OH, NO! THE AVENGERS--STIFF! AS MOTIONLESS AS STATUES!
MAYBE YOUR GIZMO CAN FREEZE THE AVENGERS--
--AND EVEN RICK JONES!
BUT IT AIN'T WORTH ZILCH AGAINST CAPTAIN AVENGER!

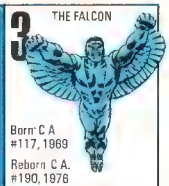
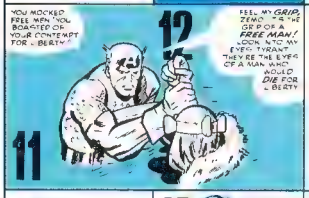
ARROGANT FLEA! ATTACK, MY MINIONS!
ZEMO NEED NOT EVEN SOIL HIS GLOVES ON YOUR IMPUDENT FLESH!
WOO!
WRONG, ZEMO!
I'M NOT SETTLING FOR THE SMALL FRY!
SMAK!
I WANT YOU, ZEMO!
AN' I WANT YOU BAD!
YOU'RE THE ONE WHO KILLED BUCKY!
IT'S YOUR FAULT CAP'S AFRAID TO TAKE ME ON AS A SIDEKICK!
WHUMM!
AKKK!
TALK, ZEMO! WHAT'S SO FUNNY?
HAHA
HAHA

SPIT IT OUT WHILE YOU STILL HAVE SOMETHING TO SPIT WITH!
YOU POOR FOOL! YOU'VE DESTROYED THE NULLIFIER-- AND WITHOUT IT, THE AVENGERS CAN NEVER RETURN TO LIFE!
HAHA
HAHA HAHAHAHA
"YOU'VE SENTENCED THEM TO AN ETERNITY OF NOTHINGNESS!"
ME? I--
NO! DON'T TRY TO PIN THE RAP ON ME FOR YOUR VILLAINY! THERE'S ONLY ONE WAY TO DEAL WITH SCUM LIKE YOU!
LIKE--
--THIS! WHA--?
WHOA, RICK! DON'T YOU RECOGNIZE ME?
MY COSTUME... GONE...
THEN IT NEVER... REALLY... HAPPENED
WHAT, YOUTH?
OH... NEVER MIND.
I GUESS I'LL NEVER BE A SUPER-HERO
FIN



THE MIGHTY MARVEL BICENTENNIAL CALENDAR 1976, JULY ART, BY JOHN ROMITA

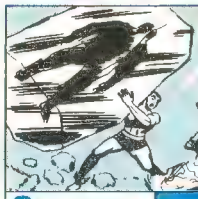
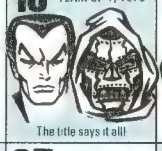
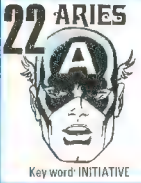
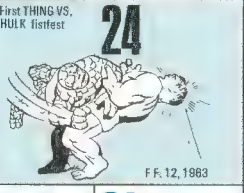
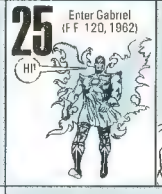
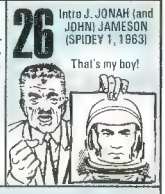
JULY is the unconquerable spirit of Captain America 1976

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
"This nation was founded by dissidents— by people who wanted something better! There's nothing sacred about the status quo and there never will be!" —Captain America (Captain America #130, 1970)				1 It's BILLY GRAHAM's birthday	The Constitution of the United States ratified, 1789 2	3 THE FALCON  Born: C.A. #117, 1969 Reborn: C.A. #190, 1976
4 INDEPENDENCE DAY, America! You don't look a day over 199	5	6 Birthday greetings, FRANK GIACOIA The Man with the Brush of Gold	7 (Avengers #4, 1963)	8	9	10 A World Welcomes the Warrior
11  12		Today's birthday boys: 13 MIKE PLOOG and TOM PALMER	14 Happy birthday, MIKE ESPOSITO and Mickey Demeo and Joe Gaudioso and . . .	15 BATROC THE LEAPER "I fight for zee honair, zee glory, zee money!"	16 Mad Anthony Wayne defeats the British at Stony Point, 1779	17 THE RED SKULL Weren't you hanging around January?
18 It's JEAN THOMAS' birthday	19 THE FOURTH SLEEPER The things people leave lying around	20 THE FIFTH SLEEPER Anybody want to try for six?	21	22 There must be more to life than endless battle . . (Captain America, C.A. #122, 1970)	23 LEO (Trait: Leadership) Nick Fury, Agent of S.H.I.E.L.D.	24 That's Supreme Headquarters International Espionage Law-Enforcement Division. . . . for long!
25 DR. FAUSTUS He kills through the mind	26	27 NIGHTSHADE Queen of the Werewolves	28 THE NOMAD Gone but not forgotten	29 THE ADAPTOID Forgotten—but not gone	30 There has to be somebody who'll fight for the dream, against any foe . . (C.A. #183, 1975)	31

THE MIGHTY MARVEL BICENTENNIAL CALENDAR 1976, JULY PAGE, BY TONY ISABELLA

MARVEL COMICS MEMORY ALBUM CALENDAR 1977, MARCH ART, BY JACK KIRBY & FRANK GIACOIA

MARCH is a CAPTAIN called AMERICA 1977

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
	If it weren't for ME, Captain America would still be in COLD STORAGE!	Origin of Cap retold **1** TALES OF SUSPENSE 62, 1965	**2** Hey! That was *my* origin, *too!*	**3** QUESTION 7: What are the two names *(real* and *code)* given the scientist who created Captain America?	**4**	**5** THE AMAZING SPIDER-MAN 1, 1963 Talk about milestones!
6 Happy Birthday, AL MILGROM There's more than one CAPTAIN at mighty MARVEL	**7**	**8** Intro GALACTUS and the SILVER SURFER F F 48, 1966	**9** QUESTION 8: What "Golden Age" heroes did Rick Jones dream up to battle the Kree in AVENGERS 87, 1972?	**10** AVENGERS 4, 1963 **11**		**12**
13 QUESTION 9: What Marvel Milestones occurred in F F 3, January 1962?	**14** Origin of IRON MAN TALES OF SUSPENSE 39, 1963	Happy Birthday, DAN ADKINS **15** May your drybrush never droop	**16** The Beatles "guest-star" in STRANGE TALES 130, 1965	**17** Medusa joins F F F F. 132, 1973	**18** GIANT-SIZE SUPER-VILLAIN TEAM-UP 1, 1975  The title says it all!	**19** Intro SPIDER MOBILE (Spidey 130, 1974) Talk about *millstones!*
20 "Song of Red Sonja" (CONAN 24, 1973) ACBA Award, Best Story	**21**	**22** ARIES  Key word: INITIATIVE	**23** First THING VS. HULK fistfest **24**  F F. 12, 1963	**25** Enter Gabriel (F F 120, 1962) 	**26** Intro J. JONAH (and JOHN) JAMESON (SPIDEY 1, 1963)  That's my boy!	
27 QUESTION 10: What was the original membership of the Frightful Four in FF 36, 1965?	**28** Origin of Galactus told THOR 182, 1969	Many happy returns, VAL MAYERIK **29** Oh yeah—and Happy Birthday, too!	**30** KbLL 1, 1971 And he's back *again!*	**31** OMEGA 1, 1978 We have just begun to fight!	HELP STAMP OUT BOOBY-TRAPPED DRONE PLANES!	

MARVEL COMICS MEMORY ALBUM CALENDAR 1977, MARCH PAGE, BY ROY THOMAS

I-IT'S THE FIREBALL! AND IT LOOKS EXACTLY THE WAY TEXAS JACK DESCRIBED IT!
WHAT'S MORE--IT'S EXPANDING IN SIZE!
THE THING GROWS, AS IF NOURISHED BY THE SEETHING ENERGY OF ITS OWN ELEMENTS!!! CAP APPROACHES IT WITH CAUTION...
THIS IS AN INCREDIBLE PHENOMENON! DO I DARE PUT IT TO THE TEST??
IN THAT OTHER DIMENSION, THE FALCON HANGS LIMP IN THE CRUSHING GRIP OF A RAGING ENEMY!!! HIS BATTLE FOR SURVIVAL SEEMS ABOUT TO END IN DEFEAT!!
Jack Kirby
RRRRRRRR!!!
OOO
H-HEY--! WHAT'S HAPPENING--? THAT NOISE-- SOUNDS LIKE IT'S COMING FROM A ZOO!
RRRAAARRR
OOO
I-I REMEMBER NOW! I'M BEHIND ON POINTS! I'M LOSING THE GAME -- FOR GOOD!
MAN! HE'S OUT TO FRY ME AGAIN!! AND IF I DON'T BREAK AWAY FAST, HE'LL DO IT!!

COURTESY HERITAGEAUCTIONS.COM

CAPTAIN AMERICA #202, PAGE 13 ORIGINAL ART, BY JACK KIRBY & FRANK GIACOIA

CAP TAKES THE QUICKEST ROUTE TO THE SCENE OF BATTLE...
THE ROOFTOP HIGHWAY HAS NEVER FAILED ME!!
STAMINA, COORDINATION, AND ABOVE ALL, YEARS OF EXPERIENCE GUIDE CAP WITH LIGHTNING SPEED ACROSS THE CITY SKYLINE...
I--I THINK I CAN SEE SOME SORT OF ACTIVITY IN THE DISTANCE!
AGRON'S USE OF BLAZING ENERGY HAS BEGUN TO MARK HIS PROGRESS WITH A TRAIL OF FIRE!! CAP SPEEDS ON IN HIGH GEAR!
I--I'M ALMOST THERE! BUT WHAT WILL I DO WHEN I CLOSE WITH HIM?
IT IS INDEED TO BE THE STRANGEST FIGHT OF CAP'S CAREER... MANY OF HIS OPPONENTS HAVE BEEN FAR-OUT IN NATURE, BUT THIS WALKING CORPSE IS THE MOST BIZARRE MENACE TO DATE...
IT'S AGRON!
CAP WASTES NO TIME! HE LEAPS AT HIS TARGET!
HERE GOES EVERYTHING!

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CAPTAIN AMERICA #205, PAGE 10 ORIGINAL ART, BY JACK KIRBY & FRANK GIACOIA

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CAPTAIN AMERICA #207, COVER ORIGINAL ART, BY JACK KIRBY & FRANK GIACOIA, FEATURING THEIR ORIGINAL VERSION OF CAP'S FACE BEFORE ART REVISIONS EXECUTED BY JOHN ROMITA

"WITH CAREFUL DELIBERATION, I STRUCTURED A NEW BODY FOR MYSELF--! A STRONGER BODY, WHICH HOUSED ITS — BRAIN IN A MORE PROTECTED POSITION!
"IT TOOK A HEROIC EFFORT TO CONSTRUCT AN INSTRUMENT THAT WOULD TRANSFER MY OWN PERSONALITY TO THE BRAIN IN THAT OTHER BODY! BUT, I DID THAT, TOO! ONE NIGHT, THE OLD ARNIM ZOLA DIED!
"THE NEW ONE LIVED TO CONTINUE HIS WORK! HE WAS ABLE TO DEAL WITH WHATEVER HIS EXPERIMENTS PRODUCED. THE NEW BRAIN WITHIN HIS BODY WAS SO POTENT THAT HE COULD CONTROL THEM BY THOUGHT ALONE..."
THIS IS HORRIBLE! CAN HE DO THAT TO US? CAN HE REACH INTO OUR MINDS AND FORCE US TO DO HIS BIDDING?
THAT'S AN INTERESTING QUESTION, ZOLA! CAN YOU CONTROL US...AS YOU DO YOUR CREATURES?
NO! IT IS A PUZZLE THAT I'VE YET TO SOLVE!
Jack Kirby

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CAPTAIN AMERICA #209, PAGE 12 ORIGINAL ART, BY JACK KIRBY & FRANK GIACOIA

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CAPTAIN AMERICA #211, COVER ORIGINAL ART, BY JACK KIRBY & JOHN VERPOORTEN

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